MARVEL MASTERWORKS®

THE AMAZING SPIDER-MAN®

VOLUME 11

THE AMAZING SPIDER-MAN Nos. 100-109

STAN LEE, ROY THOMAS,
GIL KANE & JOHN ROMITA

MARVEL

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PRESENTS

the AMAZING SPIDER-MAN

VOLUME 11

COLLECTING

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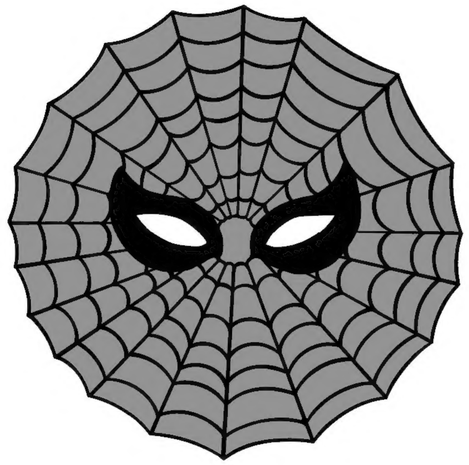

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MARVEL MASTERWORKS
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THE
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Nos. 101-109

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Roy Thomas (Nos. 101-104)

Pencilers: Gil Kane (Nos. 100-105)
John Romita (Nos. 106-109)

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INTRODUCTION
BY ROY THOMAS

Surprised to see Yours Truly writing the intro for this volume of *The Amazing Spider-Man?*

Frankly, I'm a little surprised myself.

Not only because I'm more identified with *The Avengers, Conan the Barbarian, The X-Men,* and quite a few other Marvel titles than I am with any Spidey mag. After all, I only wrote four issues of the latter—all in a row—then never touched the ol' wall-crawler again, at least not in his own title.

I'd been a fan of that Stan Lee-Steve Ditko creation since the summer day in 1962 that I first spotted *Amazing Fantasy* #15 in a comics display in Cape Girardeau, Missouri, while taking a break from post-grad college classes—with mild surprise, because I'd been expecting instead to see something called Ant-Man, and I figured Stan had switched crawling critters on me. Although later, as a Marvel writer in the late '60s, I'd cajoled Stan into letting me use Spidey in *The X-Men* when I was scripting that mag, I'd never really lusted after writing his adventures.

Events, however, decreed otherwise.

As editor and scripter, Stan had just finished doing the controversial "drug issues" with artist Gil Kane (and with, as always, the input of staff artist and Spidey specialist John Romita), and wondered what to do in *ASM* #100. In those days, nobody made a big deal about landmark issues. For the 100th issue of *Fantastic Four* a year earlier, Stan and Jack Kirby had concocted a story in which the FF battled a number of their erstwhile enemies, but it had been a relatively low-profile affair. And, though notice of the "great, long-awaited 100th anniversary issue" of *ASM* was heralded in a cover blurb, the newer title would follow the same route.

Stan, of course, had wanted to do something a *bit* unusual for the century-mark, but I don't recall much how he decided just *what*—so I'll let Jazzy Johnny Romita tell you about that, in this volume's Afterword. All I recall [SPOILER ALERT! SPOILER ALERT!] is that in the end it was decided that Peter Parker, in trying to rid himself of his spider powers, and after hallucinatory combat with several of his most fearsome foes, would wind up in the final panel of #100 with two extra pairs of arms…becoming in effect a *true* "spider man." I was curious to see what he and Gil would do with them.

I'm still waiting.

For, one day circa spring of 1971, Stan called me into his office and gave me some startling news. He had agreed to write a screenplay with the renowned French film director Alain Resnais, who in the early '60s had given the world such "New Wave" classics as *Last Year at Marienbad* and *Hiroshima, Mon Amour*. Alain had moved temporarily to New York City, and he and Stan would be collaborating on a film about a B-movie producer and the effects of pollution that was to have been titled *The Monster Maker.*

In order to concentrate on the screenplay and story conferences with Resnais, Stan felt a need to divest himself, for several months, of *The Amazing Spider-Man* and *Fantastic Four,* the only two comics he was still regularly writing. I had no desire to script the web-spinner's exploits, laced as they were with teenage *angst* and full-out soap operatics that I didn't particularly enjoy writing (though I liked *reading* them, and I'd even had fun with such elements in *The X-Men*). The irony is that, in 1999-2000, I would begin working with Stan on the long-running *Spider-Man* newspaper comic strip, and I've been at it ever since—far longer than I've been involved with most other characters or concepts.

At the time, though, what I really wanted to do was become the second person ever to script *Fantastic Four,* just as I had taken over for Stan on *Sgt. Fury, The X-Men,* and *The Avengers*. But I knew I couldn't handle *two* extra mags a month, since I'd also be backstopping more of Stan's editorial duties during this period, and he was insistent that I write *Spidey.* So I reluctantly relinquished *FF* into the capable hands of Archie Goodwin, and prepared myself to write the next few issues of *ASM.* Of course, I was additionally chagrined when it dawned on me that Stan had bequeathed me a storyline in which Spidey has acquired four extra arms, which Our Leader wanted me to keep around for a little while before "losing" them.

The bright side was that the villain was to be—modern Marvel's first vampire!

Since 1955, the Comics Code Authority had decreed (in writing) that werewolves and vampires, among other ephemera, were totally *verboten* in comics approved by that industry-sponsored agency. Neal Adams and I had skirted around this with a were-pterodactyl/energy "vampire" called Sauron in *The X-Men,* but blatant vampirism—no way!

Gil Kane and I wanted to have Spidey meet the #1 bloodsucker of all time, Dracula—who wasn't yet a Marvel character, nor had the possibility that he ever might become one yet probably occurred even to Stan. The Man, however, nixed the notion of using Dracula; he wanted this initial vampire to be more of a "super-villain." So Gil and I came up with Morbius.

Since Stan hadn't insisted this vampire be of the standard undead type, we opted for making him more of a "science-fiction" edition. I recalled a 1957 black-and-white B movie I'd rather liked, titled simply *The Vampire,* in which a doctor injected himself with the blood of vampire bats and, as a result, developed a taste for human blood. Our Michael Morbius was cast in very much the same mold. Gil designed a simple and elegant costume for him, one we saw as being red and blue; considering he was to have white skin, that made him virtually the Captain America of the genre! (And, since he wasn't truly "undead," I nicknamed him "The Living Vampire." That way, as in Hammer Films' late-'50s reinterpretation of Dracula starring Christopher Lee, we didn't need to have him changing into a bat or flying—as opposed to gliding—or doing other standard vampiric things. Now that I think of it, it's a bit odd that we resisted giving him those traits. After all, our assignment had been to introduce the first vampire into the Marvel Universe—and, in a sense, we were, undercutting aspects of that mission!)

I came up with the name "Morbius." At the time, neither Gil nor I realized, in those pre-VHS/DVD days, where I'd gotten it from; it just looked and sounded good, with its overtones of morbidity and death. Only later did I recall that, in one of my favorite science-fiction films, 1956's *The Forbidden Planet* (precursor of the *Star Trek* format and introducer both of Robby the Robot and "monsters from the id"), actor Walter Pidgeon had played a scientist named Dr. Morbius…who, in turn, had been based on the sorcerer Prospero in Shakespeare's last play, *The Tempest.* (Need more irony? As I write these words, I'm also scripting a graphic novel adaptation of *The Tempest* for the *Marvel Illustrated* series!)

Gil and I charged ahead with virtually no input from Stan, which was basically the way he wanted it. In one scene I had Peter musing about pop-fiction characters like the Shadow, DC's Batman, and even the Spider (the actually unspiderlike pulp hero whose name had been one inspiration for the wall-crawler's). And Gil and I concocted a back story for Morbius that had echoes of Bram Stoker's *Dracula* novel, with its spooky sequence featuring the vampire on board a ship terrorizing its crew. In designing the Southampton house of Dr. Connors (a.k.a. the Lizard), Gil opted for an homage to Tony and Ma Perkins' hilltop home in Hitchcock's *Psycho*—a fact I all but acknowledged in the dialogue.

In one area, I think Gil and I definitely punted. Gil was clearly unhappy about having to draw Spidey with extra limbs, and made little effort to do much with them. After a bit of initial awkwardness, Peter seems to adjust rather quickly to his new arms, yet never tries to utilize them in any way. I, too, fell down on the job in that area, as I didn't push Gil to do anything special with them. The four spare arms are just…*there.* (Maybe we were too busy being clever in other areas, like the billboard on one page whose biggest word contains the first seven letters of the word "Blackmark," the name of Gil's paperback graphic novel that came out around that time.)

With the crisp inking of Frank Giacoia, #101 turned out well, in spite of everything. Stan didn't care for Gil's first cover sketch, which depicted Morbius and Spidey at what he felt were awkward angles that didn't show them off to best advantage. But Gil's second attempt hit the nail right on the head. (You didn't think Stan was going to be able to *totally* turn his back on *Spidey* and the *FF* for a third of a year, did you? He felt compelled

to keep his editorial hand in on the covers—and that was all to the better.) Oh, and if you want to see Gil's initial layout, just look at the third page from the end of #101. In the eleventh hour we turned it into a story page. But it wouldn't have made as good a cover as the one that was used.

Amazing Spider-Man #102, four weeks later, had its own virtues and problems. That was the month—the *only* month, as it turned out—that each of the Marvel titles suddenly shot up from 32 to 48 interior pages, with a price rise from "still 15¢" to 25¢…with story pages jumping from 20 to 35. A headache for the production department and the creative teams—but I, for one, was wildly enthusiastic about the larger size. When I'd begun reading comics in the mid-1940s, most comics had been 48 pages (52 counting the covers), and I'd always wanted to see them regain those lofty heights.

Besides, the greater story length enabled us to finish off the Morbius storyline (now co-featuring the Lizard) in #102, rather than spreading it over two more. The happiest thing about #102, from my POV, was again the flashback, which completed the origin of the Living Vampire. A mixture of poignancy, super-heroics, and horror that Gil pulled off as few artists could have. Oh, I'd be less than honest if I didn't admit I was disappointed that, in pacing the story from our joint plot, he ran out of room at the end, so that Spidey's four extra arms suddenly have to do a fast fadeout over two panels on the final page. But otherwise, it was a masterful art job. Gil Kane was—just in case there's any doubt where I stand on the matter—one of the best comic book artists ever.

Stan wanted me to spell him for a couple more months. Gil suggested to me that we do an homage of sorts to *King Kong*. Since the original *Kong* is my favorite movie of all time (take that, *Citizen Kane*!), I concurred. We decided Peter would accompany an expedition to Ka-Zar's Savage Land, and there discover an alien who echoed both Kong and (whether Gil meant it to or not, I dunno) the wonderful ape/lizard/alien in Ray Harryhausen's 1957 monsterpiece *20 Million Miles to Earth.*

Things just fell into place. Gwen would be there, too; after all, *Kong*'s Ann Darrow (played by Fay Wray) had been a relative novice in the screen trade when she became the star of Carl Denham's film. And what better choice for the Denham/Robert Armstrong character than J. Jonah Jameson? Gil and I set about to turning out two 35-page chapters of the extravaganza. I picked up a copy of a Chinese-language newspaper and used lettering based on its headlines for the speech of the towering alien I called "Gog," after the Biblical monstrosity.

At which time publisher Martin Goodman tossed us a curve, by deciding to cut back the entire Marvel lineup overnight to 32-page mags again, with 24 pages of story for the new price of 20¢. He was proud of this business move, which admittedly had a devastating effect on DC, which had likewise upped its price and size and chose to stick with them, with the result that Marvel's less expensive product achieved an advantage on the newsstands over the next year. (It was in 1972 that Marvel finally passed DC in sales to become the largest comics company in the world.) I, for my part, was unhappy about the page reduction and made the mistake of saying so when meeting with Goodman and production man John Verpoorten. Goodman stared at me icily and said nothing…and I knew better than to bring up the matter again.

Luckily, Gil and I were able to cut our story in two with a cliffhanger, and by truncating the action a bit, we were still able to wind things up in #104, and in 45 pages instead of 70. And we did it all without ever letting JJJ find out that his arch-nemesis Spider-Man had been web-swinging around the Savage Land at the same time that Peter Parker was there!

With this, I was happy to retreat back to writing *The Avengers, Conan the Barbarian,* et al., and turn the reins of *Spider-Man* back to Stan, who had completed his screenplay. (Sadly, the movie was never made, and for years I've expressed my hope that one day he and Alain Resnais—who's one of the finest gentlemen I've ever met, in or out of show business, but that's another story—will have it published, perhaps with illustrations by John Romita.)

Stan, however, still busy cleaning up loose ends on the screenplay, asked me to co-plot issue #105 with Gil. So the artist and I trundled over to his Manhattan studio and came up with the first chapter of a new Spider Slayer story…though I suspect the choice of robotic threat came from Stan. I never bothered to ask for any kind of credit on the issue; it just went with the job, even though it was done after-hours for no payment. But then, neo-writers like Gerry Conway and Len Wein had done an anonymous plot or two for me, as well. In those days, we didn't worry overmuch about credit; we just all pitched in to get the job done.

#105 worked out quite well, I think…but I was relieved when Stan didn't walk in at the last minute and ask me to script it, as well.

Stan returned to full scripting duties with #106, with John Romita restored to penciling (and co-plotting) duties, though John would have to be only one to give the reason for that particular installment of the game of *Spidey* musical chairs. Though Stan liked Gil's work, once Ditko departed in early '66 there was never any question as to whom Stan preferred as the web-swinger's artist. Kane—Andru—Mooney—even Buscema—they all came in way behind Romita in the Spidey sweepstakes. And it was hard to argue with Stan's choice, since John's artwork had helped propel *The Amazing Spider-Man* past *Fantastic Four* into the position of Marvel's #1 seller, back in '66-'67. (As for yours truly, I've been a fan of John Romita's work since his Captain America *tour de force* in 1953-54!)

For his part, I'm sure John would've been happy to pencil the mag every month. But, in his staff job, he was being used as a sort of informal assistant art director to Stan. Talking with other artists to explain what Stan wanted from them (a particular talent of John's) and even doing corrections that couldn't be expected from any other staffer kept him far too busy to draw *Spidey* month in and month out.

Stan and John decided #108-109 would spotlight a Vietnamese death cult. For the most part, Stan had wanted Marvel to avoid the controversy that the ongoing Vietnam War had become, but he decided this time to edge a bit closer, albeit with a basically apolitical story. It was fun to see Romita drawing an oversize Vietnamese baddie who owed a lot to the wonderful Big Stoop character from the heyday of Milton Caniff's *Terry and the Pirates* comic strip, back in the '30s and '40s. And the pair did inject a bit more fantasy into the story arc by bringing in Dr. Strange for the concluding chapter.

At the end of #109, Stan announced that Spidey would next face "the grinning Gibbon." As Stan has related, he got that idea while walking through a small zoo with some fans on a speaking appearance. He joked about how he could make up a villain from just about any concept—and someone dared him to make a menace out of a lanky gibbon frolicking in a nearby cage. So he did.

Little did Stan realize, or intend at the time, that issue #110 would be the last issue of *The Amazing Spider-Man* that he would script.

2009

Roy Thomas has been a writer and often editor in the comics field since 1965, primarily for Marvel. He currently scripts adaptations of literary classics for the Marvel Illustrated *series, and the occasional other comics tale.*

SPIDER-MAN

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MARVEL COMICS GROUP

the AMAZING SPIDER-MAN

TM

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THE SPIDER OR THE MAN?

AT LAST! THE GREAT, LONG-AWAITED

100TH ANNIVERSARY ISSUE!

WITH THE WILDEST SHOCK-ENDING OF ALL TIME!

JR4F.G.

THE AMAZING SPIDER-MAN!™

THIS IS IT! SPIDEY'S ONE HUNDREDTH ANNIVERSARY ISSUE!

THE SPIDER OR THE MAN?

I'VE BEEN COMBING THE CITY FOR *HOURS*.

LOOKS LIKE NO WORK FOR *SPIDER-MAN* TONIGHT

CREATED & WRITTEN BY: STAN LEE
ILLUSTRATED BY: GIL KANE
EMBELLISHED BY: F. GIACOIA

ARTIE SIMEK, *LETTERER*

SILENTLY, A MYSTERIOUS FIGURE STREAKS ALONG THE TOWERING CITY ROOF-TOPS... HIS IDENTITY HIDDEN BENEATH THE MASK OF SPIDER-MAN!

AND, SO BEGINS OUR TALE--

WELL, MAYBE *GWEN* IS HOME BY NOW, AND I CAN--

UH OH! WHAT'S *THAT*--DOWN THERE?

GUNMEN, RACING OUT OF THE BANK-- *FIRING* BEHIND THEM

DON'T HAVE TO BE A *GENIUS* TO KNOW WHAT *THAT* ADDS UP TO

HOLD IT--*ALL* OF YOU! I GOT YOU DEAD TO RIGHTS

A *COP!* TOO BAD HE'S BUTTIN IN

POLICE DEPT.

TOO BAD FOR *HIM*

MOVE IT! YER IN MY LINE OF *FIRE*

I'LL PICK 'IM OFF

GUESS *AGAIN,* GUYS

UNNHH!

HEY! THE FLATFOOT WINGED BENNY

LOOK *OUT!* IT'S *SPIDER-MAN!*

LET'S GET *OUTTA* HERE

WHAT'S THE *HURRY,* GROUP?

WE'RE JUST GETTING TO *KNOW* EACH OTHER

THWIPP!

WELL, WELL! THE GENT IN THE **GETAWAY** CAR SUDDENLY REMEMBERED AN **APPOINTMENT**

--BUT WE MUSTN'T MAKE HIM FEEL **UNWANTED**

BRYONNK G!

OKAY, WALL-CRAWLER-- YA **HAD** YER FUN

BUT EVEN **SPIDER-MAN** AINT BULLET-PROOF

I DON'T **HAVE** TO BE! **YOU'LL** NEVER HIT ME

WHA--?

MINUTES LATER--

I WONDER HOW **MANY** PUNKS LIKE THAT I'LL HAVE TO GIFT WRAP BEFORE PEOPLE REALIZE I'M NOT A COMBINATION OF **BLUEBEARD** AND **JACK THE RIPPER?**

WELL, I'D BETTER GET **MOVING** BEFORE THEY TRY TO NAIL ME FOR **VAGRANCY,** TOO

IT'S FUNNY--I DIDN'T GET AS MUCH OF A ***CHARGE*** OUT OF TACKLING THOSE JOKERS AS I ***USED*** TO

EVEN SWINGING AROUND ***TOWN*** THIS WAY ISN'T THE SAME OLD ***KICK***

I MIGHT AS WELL ***FACE*** IT--

I'M JUST PLAIN ***BORED***

I ***USED*** TO THINK I WAS A MILLION TIMES BETTER OFF THAN ***THEY*** ARE-- DOWN THERE

MADISON

BUT ***NOW***-- I'M BEGINNING TO ***WONDER***

NO ING

AT LEAST THEY'RE REALLY ***LIVING***

WHILE ***I*** SEEM TO SPEND MY TIME WATCHING LIFE FROM THE ***SIDELINES***

MAYBE I'M FINALLY *GROWING UP*, AT LAST

MAYBE I'M BEGINNING TO REALIZE THERE'S *MORE* TO LIFE THAN BEING A CORNY COSTUMED *CLOWN*

AND MAYBE I'M JUST STARTING TO *REALIZE* IT 'CAUSE OF THE WAY I FEEL ABOUT *GWEN*

EVER SINCE WE'RE BACK *TOGETHER* AGAIN, I CAN'T GET HER OUT OF MY MIND

SO I MIGHT AS WELL *ADMIT* IT! I *KNOW* WHAT I WANT

AND *GWEN STACY* IS *IT*

BUT, EVEN THOUGH SHE DOESN'T *TALK* ABOUT IT ANYMORE, SHE STILL THINKS *SPIDER-MAN'S* TO BLAME FOR HER FATHER'S *DEATH*

DELICATES

IT'S TOUGH *ENOUGH* TO KEEP MY SECRET IDENTITY FROM HER *NOW*

BUT, ONCE WE WERE *MARRIED*-- THE STRAIN COULD BE TOO *GREAT*

SO, I CAN'T PUT IT *OFF* ANY LONGER

I'VE GOT TO *GIVE UP BEING SPIDER-MAN--* FOREVER

AND THERE'S ONLY *ONE* WAY TO DO IT

IN A WAY, IT'S LUCKY *HARRY'S* STILL AT THE HOSPITAL*

I'LL NEED TIME TO *CONCENTRATE* --IN COMPLETE *PRIVACY*

*HE WAS *ILL* LAST ISH, REMEMBER? --STAN.

I ALWAYS *FELT* THIS MOMENT WOULD COME

IT WAS AN *ACCIDENT* THAT CREATED *SPIDER-MAN--*

BUT, WHAT I DO *NOW* MUST BE *DELIBERATE--* IT MUST BE PERFECTLY *PLANNED*

IN ORDER FOR *PETER PARKER* TO REALLY *LIVE--*

SPIDER-MAN MUST *DIE!*

I'VE BEEN *WORKING* ON THIS PROJECT FOR *YEARS*--EVER SINCE I FIRST *GOT* MY SPIDER POWERS

--'CAUSE I COULD NEVER BE *SURE* THAT MY *RADIOACTIVE BLOOD* WOULDN'T BECOME *DANGEROUS--*

I NEVER KNEW WHEN I MIGHT NEED A *POTION--* TO MAKE ME *NORMAL* ONCE AGAIN

I FINISHED IT *MONTHS* AGO-- AND ALWAYS KEPT IT *READY*

BUT, THERE'S JUST ONE *PROBLEM*--

I'VE NO WAY TO *TEST* IT.! I'LL BE TAKING A *CHANCE*--

BUT, *ANY* RISK WOULD BE *WORTH* IT--

--FOR *GWEN!*

I *DID* IT.! NOW THERE'S *NO* TURNING BACK

IF THE FORMULA *WORKS*--I'LL *NEVER* BE SPIDER-MAN AGAIN

BUT, I DIDN'T *KNOW*-- IT WOULD FEEL LIKE *THIS*

MY *HEAD*--MY *EARS*-- LIKE A MILLION *EXPLOSIONS*...DEEP INSIDE MY *BRAIN*

THERE'S NO WAY TO TELL--HOW *LONG* IT'LL TAKE--OR, WHAT THE FINAL *RESULT* WILL BE

BUT-- I'M SURE OF *ONE* THING --AFTER IT'S *OVER*... I'LL NEVER BE THE *SAME*

I JUST HOPE--I HAVEN'T UNLEASHED *FORCES*--TOO STRONG FOR ME-- TO COPE WITH

BUT, *WHATEVER* HAPPENS-- I DID IT FOR *YOU*, GWEN--

I DID IT-- FOR *YOU*

SLOWLY, STEADILY, **REALITY** STARTS TO SLIP AWAY, AS THE **POTION** TAKES ITS STRANGE **EFFECT**--

AUNT MAY--AUNT MAY--I'M **SORRY**

I'M **SORRY** THAT UNCLE BEN WAS **KILLED**--

I'LL ALWAYS FEEL--**RESPONSIBLE**

IN HIS **MEMORY**, PETER PARKER SEEMS TO **RE-LIVE** PORTIONS OF THE LONG-DEAD **PAST**--

SPIDER-MAN **SAW** THE MURDERER **BEFORE** THE CRIME WAS COMMITTED

IF ONLY I HAD **STOPPED** HIM--UNCLE BEN MIGHT NOT BE **DEAD**

WITH HIS AUNT A **WIDOW**, PETER HAD TO DO HIS **SHARE**--TO HELP **SUPPORT** HER--

THERE'S **ONE** THING I CAN DO--

ACCEPTING AN ASSIGNMENT AS FREE-LANCE **PHOTOGRAPHER** FOR THE **BUGLE**, THE TEENAGER WAS A **THORN** IN THE SIDE OF PUBLISHER **J. JONAH JAMESON**--

MUCH AS HE HATES **ME**, HE HATES **SPIDER-MAN** EVEN MORE

IF HE EVER FOUND OUT THE **SECRET** OF MY OTHER **IDENTITY**--

LIKE A MAD **KALEIDOSCOPE**, IMAGE FOLLOWS IMAGE AS PETER SEES HIS LONG-LOST **BETTY BRANT**--

IF NOT FOR BEING **SPIDER-MAN**, **I'D** HAVE WON HER--INSTEAD OF **NED LEEDS**

WILL SHE ALWAYS BLAME **ME**--FOR CAPTAIN STACY'S **DEATH**?

BUT NOW, IT'S **GWEN** I TRULY LOVE--

AND, WHEN HER **FATHER** DIED, I ALMOST LOST **HER**, TOO

WHY MUST EVERYTHING I TOUCH END IN *TRAGEDY?*

AND THOSE I *LOVE*-- ARE ALWAYS HURT THE *MOST*

*THEN, DEEP WITHIN THE HAUNTING **DREAM**, A PLAINTIVE **CRY** IS HEARD--*

I HEAR A *VOICE*-- A CALL FOR *HELP*

IT'S A VOICE I'VE SOMEHOW HEARD *BEFORE*-- CALLING JUST TO *ME*

I DARE NOT *WAIT*

*WITH EACH PASSING **SECOND**, THE DREAM GROWS **STRONGER**-- THE SENSE OF **DANGER** STILL MORE **REAL**--*

THE VOICE IS *FADING*-- GROWING WEAKER

IT'S *GONE!* AND YET, I SEEM TO *HEAR* IT

MY EVERY SENSE CRIES-- *DANGER*

THE *VULTURE!* BUT *HIS* WASN'T THE VOICE THAT *CALLED* TO ME

MUST REACH THE *WALL!* STILL TIME-- TO *CATCH* MYSELF

THOK!

SPIDER-MAN! YOUR TIME HAS *COME* AT LAST

ON'T MOKE

AND NOW, BEFORE THE *VULTURE* GETS AWAY--

THWIPP

GOT HIM!

NO! YOU'VE NO *RIGHT* TO DO THIS! YOU *CAN'T*

YOU MUSTN'T HARM *ME!* YOU ONLY HARM YOUR *LOVED ONES*

THEN-- EVEN *YOU* KNOW

BUT, YOU MUSTN'T *TELL!* YOU *MUSTN'T*

BTOK!

NO MATTER HOW *MAD* A DREAM MAY BE--THE DREAMER QUESTIONS *NOT*-- HE JUST *BELIEVES*...

THE VULTURE IS *FINISHED*-- BUT, *STILL* I HEAR THE CRY

IT COMES FROM ALL *AROUND* ME-- PLEADING-- CALLING MY *NAME*--

ZPAKK!

I'VE WAITED FOR *MONTHS*-- KNOWING I'D SOME DAY *FIND* YOU

THE *LIZARD!* BUT, IT WASN'T *YOU* WHO CALLED

OF *COURSE* I DIDN'T CALL! I WAITED IN *SILENCE*-- IN *SECRET*

THEN *YOU'RE* NOT THE ONE

AND I MUSTN'T LET YOU *KEEP* ME FROM THE *VOICE*

YOU'RE *INSANE*, SPIDER-MAN! YOU'VE *ALWAYS* BEEN INSANE

NO! *NO!* DON'T EVER *SAY* THAT-- *EVER*

THWIPP!

IT'S THE *ONE* THING YOU MUST *NEVER* SAY

--THE *ONE* THING THAT I MUST NEVER *HEAR*

I'VE ALWAYS *WONDERED* ABOUT MY *SANITY*

WHY WOULD SOMEBODY *NORMAL* LIVE THIS LIFE?

AND I COULD NEVER FIND THE *ANSWER*

WITHOUT A PAUSE, THE DREAM GOES ON--AND THE CRY GETS LOUDER--LOUDER--

I HEAR IT AGAIN! IT'S MEANT JUST FOR ME

I HAVE TO GO--HAVE TO FOLLOW IT! I MUST KNOW WHO'S CALLING

AS IN ANY DREAM, SPIDER-MAN DOESN'T THINK TO WONDER, TO QUESTION WHERE HIS OLD FOES CAME FROM--OR WHY! HE ONLY KNOWS--HE MUST FIND THE HAUNTING VOICE--

IT SEEMS TO FOLLOW ME, WHEREVER I GO

IT'S COMING FROM--EVERYWHERE AT ONCE

WAS THE LIZARD RIGHT? AM I REALLY MAD?

WHAT DOES IT MATTER IF YOU'RE MAD OR NOT?

SPRAK!

AGAIN THE DREAM BECOMES A NIGHTMARE! AGAIN--THE PAST IS BORN--

THAT MOCKING VOICE CAN ONLY BE--

THE GREEN GOBLIN!

THIS TIME YOU MUST BE THE VANQUISHED

HE'S HURLING STUN BOMBS! BUT STILL I HEAR THE CRY

IT COMES FROM ALL AROUND ME

YOU'RE A LOSER, SPIDER-MAN

YOU WERE BORN TO LOSE

NO! NO! IT ISN'T TRUE

YOU NEVER WON ANY-THING! YOU NEVER REALLY SUCCEEDED

ALL YOU EVER DID WAS--YOU MANAGED TO SURVIVE

AND NOW--YOU'LL EVEN FAIL AT THAT

HE'S WRONG! HE MUST BE WRONG

MY LIFE JUST CAN'T HAVE BEEN ONE ENTIRE WASTE

AFTER ALL YOU'VE TRIED TO DO FOR PEOPLE--YOU'RE STILL HATED--STILL DESPISED BY THE JEER-ING PUBLIC

YOU'VE NEVER MADE IT! YOU NEVER WILL

ARRHHH!

SHUT UP! SHUT UP!

I WON'T HEAR ANY MORE

MAYBE *SURVIVAL* IS ALL THAT *ANYONE* CAN HOPE FOR

THE WHOLE *WORLD* IS MAD! *NOTHING* MAKES SENSE

ALL WE CAN *DO* IS TRY TO SURVIVE

MY SIDE-- WHY DOES IT *PAIN* ME SO?

NOBODY *HIT* ME THERE! AND YET--

I NEVER *FELT* A PAIN LIKE THIS BEFORE

MY WHOLE SIDE'S *THROBBING* AS THOUGH--

THE *CRY!* I *HEAR* IT AGAIN-- JUST AHEAD

I'M NOT EVEN SURE WHAT I'M *DOING*-- OR HOW I *GOT* HERE, BUT--

I'VE GOT TO *FOLLOW* IT! MUST FIND OUT WHO'S *CALLING*-- AND WHY

IF ONLY-- THE ACHE IN MY *SIDE* WOULD STOP...

TENTACLES! GRABBING ME--FROM *ABOVE*

IT'S-- *DOCTOR OCTO*-- *UNNHH!*

FOOL! DID YOU THINK YOU'D HEARD THE *LAST* OF DOC OCK?

HOW CAN *ALL* OF YOU BE HERE-- ONE AT A TIME?

IT--NEVER *HAPPENED* BEFORE! IT *CAN'T* HAPPEN

ANYTHING CAN HAPPEN TO SOMEONE LIKE *YOU!* SOMEONE WHOSE WHOLE *LIFE* HAS BEEN A FRAUD-- AND A *LIE*

YOU THOUGHT OF YOURSELF AS A *DO-GOODER--*

BUT ALL YOU EVER *REALLY* WANTED WAS *FAME--GLORY --THRILLS*

NO! IT ISN'T *TRUE!* IT *ISN'T*

THEN WHY'D YOU RISK YOUR *LIFE* ALL THESE YEARS-- FOR *NOTHING?*

I *HAD* TO DO IT! I NEVER HAD A *CHOICE*

I DIDN'T *WANT* MY POWER! I GOT IT BY *ACCIDENT*

BUT ONCE I *HAD* IT--I COULDN'T STAND BY-- AND NOT *USE* IT

WHY CAN'T ANYONE *UNDERSTAND?*

BUT WHY WON'T I FACE THE FACT THAT-- EVEN *I* DON'T UNDERSTAND?

ALL I DO IS FIGHT-- *FIGHT*-- BUT FOR *WHAT?*

MY SIDE! IT HURTS WORSE THAN EVER NOW

AND STILL I HEAR THE CALL-- COMING FROM ALL AROUND ME

IF I CAN JUST LEARN WHO'S CALLING-- MAYBE I'LL FIND THE ANSWERS I NEED

IT'S THE VOICE OF A MAN-- A VOICE I'VE HEARD BEFORE

BUT WHY-- WHY CAN'T I RECOGNIZE IT?

WHO IS HE? WHY IS HE CALLING? WHAT IS HE TRYING TO TELL ME?

I KNOW IT'S THE VOICE OF A FRIEND-- I CAN FEEL IT

BUT--THERE'S ALWAYS SOMETHING THAT KEEPS ME FROM REACH-ING HIM

THE PAIN IN MY SIDE-- IT'S WORSE THAN EVER

I WOULDN'T WORRY ABOUT IT! IT'LL SOON BE GONE

YOU'LL FEEL NO PAIN WHEN I'M THRU WITH YOU

YOU'LL FEEL-- NOTHING

THE KINGPIN!

BUT IT WASN'T *YOUR* VOICE--

OOOFF!

YOU'LL *NEVER* LEARN WHOSE VOICE IT WAS

YOU'LL FAIL IN *THAT* AS YOU'VE FAILED IN EVERYTHING *ELSE*

MAYBE SO

MAYBE--I *HAVE* BEEN A FAILURE--

BUT I'VE NEVER BEEN-- A *QUITTER*

AND I WON'T BE *NOW*

I WON'T!

I WON'T!

NOW--*BOTH* MY SIDES ARE ACHING! IT'S THE WORST PAIN--I'VE EVER *KNOWN*

BUT I'VE GOT TO *IGNORE* IT--UNTIL I FIND THE VOICE THAT'S *CALLING* ME

I'M GETTING *CLOSER!* I CAN *TELL*

THIS TIME--I'M GONNA *REACH* HIM

IT'S COMING FROM--OUT *THERE!* GETTING CLEARER--*CLEARER*--

THERE'S A *FACE*--STARTING TO TAKE SHAPE--

GWEN'S FATHER--CAPTAIN STACY!

LISTEN TO ME, PETER! I *KNOW* YOUR SECRET

I KNOW WHO YOU REALLY *ARE*--AND *WHAT* YOU ARE

BUT THE *TRAGEDY* IS--THAT *YOU* DON'T REALLY KNOW

BUT, YOU'RE *DEAD!* HOW CAN I *HEAR* YOU?

EVEN A VOICE THAT'S BEEN *STILLED*--CAN BE HEARD--IF ONLY YOU *LISTEN*

YOU'VE BEEN GIVEN GREAT *POWER*--AND YOU'VE TRIED TO USE IT FOR *GOOD! NO* MAN COULD DO *MORE*

THERE HAVE BEEN *OTHERS*--OTHERS WITH POWER--OTHERS WHO *TRIED!* YET, THEY *TOO* WERE JEERED, MISUNDERSTOOD, HATED--AND FINALLY *DESTROYED*

ON AND ON INTONES THE SEPULCHRAL VOICE, AS THE DREAM BEGINS TO FADE, AND CONSCIOUSNESS RETURNS AT LAST--

YOU HAVE *TORTURED* YOURSELF BY TRYING TO LIVE A *NORMAL* LIFE! BUT YOU *CANNOT!* YOU MUST *ACCEPT* THAT FACT! YOU ARE *SPIDER-MAN!* IT IS YOUR *BLESSING*--AND YOUR *CURSE*-- FOREVER

CAPTAIN STACY--WAIT! DON'T *GO*--

I--I'VE BEEN *DELIRIOUS!* IT WAS ALL JUST A *DREAM*

I *REMEMBER* NOW! IT WAS THE *POTION*--THE SERUM I TOOK, TO *CHANGE* ME

IT KNOCKED ME *OUT!* WHILE I WAS UNCONSCIOUS, THE *PAST* CAME RUSHING BACK TO HAUNT ME--TO *TORMENT* ME

BUT THE VOICE OF *CAPTAIN STACY*--IT SEEMED SO *REAL*...SO UNDERSTANDING

--ALMOST AS THOUGH IT WAS--*MORE* THAN A DREAM

I'M **AWAKE** NOW--AND YET, MY SIDE IS **STILL** ACHING--EVEN **WORSE** THAN IT FELT IN MY **DREAM**

BUT HOW CAN THAT **BE?** WHAT COULD HAVE **HAPPENED** TO ME?

THE **POTION!** IT MUST HAVE SOMETHING TO DO WITH THE **POTION** I DRANK

*SLOWLY, UNCOMPREHENDINGLY, THE HORRIFIED YOUTH BEGINS TO REMOVE HIS OUTER SHIRT--AS THE SENSES-SHATTERING **TRUTH** BEGINS TO DAWN UPON HIM--*

I **DRANK** THE POTION--EVEN THOUGH IT WAS **UNTRIED**--IT WAS **UNTESTED**--

--BECAUSE I WANTED IT TO **CHANGE** ME

BUT--NOT LIKE *THIS!*

NOT LIKE THIS!

IMPORTANT NOTE: THERE'LL BE *NO COP-OUT,* WE PROMISE YOU! SPIDEY IS REALLY *AWAKE!* HE *HAS* SIX ARMS! AND OUR TALE WILL BE

CONTINUED NEXT ISSUE!

SPIDER-MAN

101
OCT
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STILL 15¢ CC

the AMAZING SPIDER-MAN

APPROVED BY THE COMICS CODE AUTHORITY

TM

FOOL! IT WILL TAKE MORE THAN A FREAK WITH SIX ARMS TO STOP-- A VAMPIRE!

MARVEL COMICS GROUP™

A MONSTER CALLED... MORBIUS!

THE AMAZING SPIDER-MAN!™

A MONSTER CALLED... MORBIUS!

YEP, THAT'S OUR **TITLE**--AND WE'LL GET AROUND TO **JUSTIFYING** IT IN A PAGE OR THREE!

BUT, JUST NOW, OUR FRIENDLY NEIGHBOR-HOOD **WALL-CRAWLER** IS FEELING PRETTY MONSTERISH **HIMSELF**, AS--

GOOD LORD! I CREATED THAT POTION TO **ROB** ME OF MY SPIDER-POWERS--

--AND I ***DRANK*** IT-- EVEN THOUGH IT WAS UNTRIED-- ***UNTESTED***--

--BECAUSE I WANTED IT TO ***CHANGE*** ME FOREVER.

BUT--NOT LIKE ***THIS!***

NOT LIKE THIS!

*THE **PLAY'S** THE THING--SO WHAT SAY WE GET OUR CAPRICIOUS CREDITS OUT OF THE WAY **FAST?*** *

STAN LEE * **ROY THOMAS** * **GIL KANE**
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(**ALL PERSONS INTERESTED IN FURTHER DETAILS MAY APPLY TO THE **BULLPEN BULLETINS** PAGE, ELSEWHERE IN THIS ISH. **US?** WE'VE GOT A **STORY** TO TELL--!)

AT FIRST, I THOUGHT IT WAS ALL PART OF MY *NIGHTMARE.**

BUT--IT *WASN'T.* I'VE REALLY GOT-- *SIX ARMS!*

I *DIDN'T* SHED MY SPIDER-POWERS, AS I HAD *HOPED.*

INSTEAD, MY SERUM DID THE *OPPOSITE* OF WHAT I INTENDED.

I'VE BECOME *MORE* LIKE A SPIDER-- THAN *EVER.*

*THE ALREADY-CLASSIC *DREAM SEQUENCE* FROM OUR LAST INCREDIBLE ISH. --STAN.

AND, IT'S JUST NOW *SINKING IN*--THAT MY CONDITION MAY BE *PERMANENT.*

I NEVER EXPECTED THE POTION TO *BACKFIRE,* SO I NEVER BOTHERED DEVELOPING AN *ANTIDOTE.*

AND NOW, IT'S *TOO LATE.*

MY *THOUGHTS*--RACING AWAY WITH ME NOW-- GOT TO *SLOW DOWN*-- THINK THINGS *THRU.*

THAT'S IT, PARKER-- *THINK!* YOU'VE BECOME A CHARACTER IN A TALE BY *KAFKA*--

--AND YOU'VE GOTTA GIVE *THIS* LITTLE SAGA A *HAPPY* ENDING.

BUT, WHY *SHOULDN'T* I BE HAPPY--SHOUT MY SECRET FROM THE HIGHEST *ROOFTOP?*

WHEN THE WORD GETS AROUND, I'LL BE ABLE TO NAME MY OWN *PRICE* ON TV SHOWS --*ANYWHERE.*

STEP RIGHT THIS *WAY,* FOLKS! ONLY 25¢ AND TWO BOXTOPS TO SEE THE *HUMAN SPIDER!*

STEP RIGHT UP... AND TAKE A LOOK...AT...

...THE FREAK...!

RRING!

HUH? NOW WHO THE DEVIL'S THAT?

PROBABLY ED SULLIVAN-- OFFERING ME A SPOT IN BETWEEN THE JUGGLERS AND THE DANCING BEARS.

WHOA, MR. P.--THAT WAY LIES THE EVER-LOVIN' PARANOID WARD.

--AND NOBODY'S GONNA FIND OUT.

AFTER ALL, NOBODY BUT YOU KNOWS ABOUT YOUR "DELICATE CONDITION"

PETER? I WAS HOPING I'D CORNER YOU AT HOME.

NOW, DON'T SAY A WORD --JUST SETTLE BACK AND LISTEN.

THIS IS YOUR LUCKY NIGHT, MAN O' MINE.

IN HONOR OF BETTY FRIEDAN'S BIRTHDAY, I'VE DECIDED TO PLAY LIBERATED WOMAN AND TREAT YOU TO THE R-RATED FLICK OF YOUR CHOICE.

I SHOULD WARN YOU, I'VE AL-READY SEEN "LOVE STORY"--BUT I'VE GOT ENOUGH KLEENEX LEFT TO SIT THRU IT AGAIN.

OR WE COULD TAKE IN "I AM CURIOUS (YELLOW)"!

YOU COULD COVER MY EYES DURING THE SPICY PARTS.

GWENDY--I--

LOOK, I MAY AS WELL BE FRANK WITH YOU. I CAN'T SEE YOU TONIGHT.

FACT IS, I'M GONNA BE OUT OF TOWN A WHILE--MAYBE A LONG WHILE.

PETER-- YOU SOUND SO STRANGE. IS IT SOMETHING I DID--?

WHY? GOT A GUILTY CONSCIENCE?

WELL, I GOTTA GO NOW--

YES--I UNDER-STAND, PETER.

I--WON'T BOTHER YOU ANY LONGER.

GOOD-BYE...

SNAP *OUT* OF IT, FELLA.

THINK *POSITIVE.* THINK OF THE *POWER* THOSE EXTRA LIMBS WILL GIVE YOU-- ONCE THEY'RE BETTER *COORDINATED.*

IF IT DOES-- THEN I'LL HAVE COME THE *FULL CIRCLE--*

--AND SPIDER-MAN WILL FINALLY *BE* THE MONSTROUS MENACE THE WORLD ALREADY *THINKS* HE IS!

BUT-- JUST *ONE* IMAGE KEEPS STICKING IN MY MIND.

ALL I CAN SEE IS *AUNT MAY--* IN THE MOMENT WHEN SHE LEARNS THE HORRIBLE *TRUTH.*

WITH HER BAD HEART-- IT COULD *KILL* HER.

S'FUNNY... IN POP FICTION, THE MASKED HERO'S ALWAYS LOOKING FOR A GIMMICK THAT'LL "STRIKE *TERROR* INTO THE HEARTS OF EVIL-DOERS."

THE SHADOW... BATMAN... THERE WAS EVEN A GUY CALLED THE *SPIDER,* ONCE.

WELL, *CHEER UP,* WEB-SPINNER.

YOU GOT'EM *ALL* BEAT.

AND, THE ONLY PERSON YOU'LL SCARE MORE THAN THE *CROOKS--*

--WILL BE *YOURSELF* --LIKE, EVERY TIME YOU LOOK IN A *MIRROR.*

NOW WHAT? WHY DIDN'T I SELL *TICKETS?*

COOL IT, SPIDEY. MAYBE THAT *ISN'T* SOMEBODY ELSE YOU CARE FOR-- AND HAVE TO TELL TO *KISS OFF.*

MAYBE IT'S JUST A NICE, WHOLESOME *OBSCENE PHONE-CALL.*

RRING

SURE, AN' THIS IS THE *VICE SQUAD*--'TIS *SGT. O'MALLEY* YER SPEAKIN' TO.

OH...*H'LO,* MR. ROBERTSON.

YEAH, I KNOW. I'M NEXT YEAR'S *DAVID FRYE.*

HURRY UP AND *ASK* HIM ALREADY, ROBBIE. WE'VE GOT *OTHER* THINGS TO TEND TO AROUND HERE, Y'KNOW.

EASY, JONAH. YOU ACT LIKE THIS WAS A *TOLL* CALL.

PETE! GOT A LITTLE *ASSIGN-MENT* I THOUGHT MIGHT INTEREST YOU.

--*IF* YOU'RE STILL OUR PART-TIME *STAFF PHOTOG,* THAT IS.

A-F

G-M

THANKS, BY THE WAY, I'M *SKIPPING TOWN* FOR A WHILE--HEAD-ING OFF A CASE OF *MONO.*

I'LL REPORT IN, SOON AS I GET *BACK.*

JUST GOT A TIP ON A FOILED *BANK STICK-UP,* AND WE NEED SOME *PICS.*

ALL OUR *REGULARS* ARE STUCK AT A COUPLE OF *FOUR-ALARMERS,* AND--

SURE, SON--I UNDERSTAND. IT *IS* THE MIDDLE OF THE *NIGHT,* AFTER ALL.

WELL, MAN,? IS PARKER ON HIS *WAY?*

HE *IS,* JONAH.

ON HIS WAY TO THE *COUNTRY*-- FOR A *REST CURE,* HE SAID.

HE *SOUNDED* SINCERE-- BUT I HAD THE FEELING HE'S GOT *TROUBLES.*

HE'S GOT TROUBLES!?

WHEN I'LL BE A *LAUGHING-STOCK* IF THE *BUGLE* DOESN'T GET THOSE *HOLD-UP* SHOTS?

STOP WORRYING ABOUT THAT PUNK KID ON *MY TIME!*

WE'LL *GET* 'EM, JJ...DON'T *SWEAT* IT.

I'LL PULL JOHNSON OFF THE *FIRE.*

IT'S *PETER PARKER* WHO WORRIES *ME.*

PETE'S ALWAYS *SEEMED* A LAD WHO CAN TAKE CARE OF *HIM-SELF.*

BUT, IN A WORLD LIKE TODAY'S-- *ANYTHING* CAN HAPPEN!

TELL US *MORE*, ROBBIE... TELL US *MORE*....

THIS IS REALLY *GREAT!*

TEN MINUTES AS A HUMAN CENTIPEDE...

...AND ALREADY I'VE PROBABLY LOST MY *GIRL*... BLOWN MY *JOB*...

GOT TO GET *AWAY*, SOMEHOW... GO SOMEPLACE WHERE I CAN *HIDE*, TILL...

WAITAMINNIT. SPIDEY, MAYBE YOU GREW FOUR EXTRA *BRAINS*, TO BOOT.

THERE'S *ONE* GUY WHO'S GOT A PAD *MADE TO ORDER* FOR YOU.

'COURSE, IT'LL TAKE A CALL TO *FLORIDA*, BUT--

CURT CONNORS SPEAKING. MAY I ASK *WHO*....?

SPIDER-MAN, DID YOU SAY? SORRY, WHO-EVER-YOU-ARE, BUT I DON'T *BUY* THAT.

WHY WOULD SPIDER-MAN BE CALLING THE *EVER-GLADES*?

NO TIME FOR *GAMES*, DOC... SO HERE *GOES*...

WHO *BESIDES* SPIDER-MAN KNOWS YOU USED TO BE THE CREATURE CALLED... THE *LIZARD*?

I *THOUGHT* THAT'D DO IT.

SOMETHING'S *HAPPENED* TO ME, DOC... SOME-THING LIKE THE ACCIDENT THAT ONCE TURNED YOU INTO A *MONSTER*

I NEED A PLACE TO *STAY*...

...AND YOU RECALLED I ONCE MENTIONED MY PLACE AT *SOUTH-HAMPTON*, IS THAT IT?

LOOK, FRIEND... YOU'VE HELPED *ME* TOO OFTEN FOR ME TO TURN YOU DOWN EVEN IF I *WANTED* TO.

THAT SUMMER HOUSE IS *YOURS*, AS LONG AS YOU NEED IT.

YOU *KNOW* THE ADDRESS... AND THE *KEY'S* UNDER THE FRONT STOOP.

THERE'S A FULLY-EQUIPPED *LAB* IN THE BASE-MENT, TOO, IF THAT MEANS ANYTHING.

AND, IF THERE'S ANY-THING *ELSE* I CAN--

HELLO? *HELLO*?

COULDN'T *TRUST* MYSELF... TO *TALK* ANY LONGER.

I DON'T WANT *ANYBODY* TO KNOW...WHAT I'VE *BECOME.*

NOT ANYBODY. *EVER!*

WELL...GUESS IT'S TIME TO GET ON THE *STICK.*

NOT MUCH TO *PACK.* GOOD THING I WAS ALWAYS TOO *BROKE* TO BE A FASHION-PLATE.

AND THUS, PETER PARKER LEAVES FOR EXOTIC *LONG ISLAND...* OR *DOES* HE?

THINK, MAN. USE THAT FINE, ANALYTICAL MIND THAT GOT YOU *INTO* THIS MESS.

CAB RIDE...TRAIN RIDE... LUGGING HEAVY *SUITCASES,* ONE STRAY *BREEZE,* FLAPPIN' MY *COAT* OPEN...

...AND IT'S *GOOD-BYE, SECRET IDENTITY.*

SO, SINCE I CAN'T CARRY A *PHONE BOOTH* AROUND ON MY BACK...

...LOOKS LIKE IT'D BETTER BE *SPIDER-MAN* WHO MAKES HIS LONG ISLAND DEBUT.

SO LONG, SWINGIN' BACHELOR PAD. WHEN MY *ROOMIE* GETS HOME, TELL HIM I'M SORRY I LEFT SUCH A *CLUTTER.*

WHO KNOWS... MAYBE I'LL BE *BACK* SOON TO GIVE HIM A HAND...

...AND A HAND... AND A *HAND...*

AH, SPIDEY... YOU'D BE *NOTHIN'* WITHOUT YOUR *SENSA-HUMOR.*

AND THAT'S JUST WHAT YOU *ARE... NOTHIN'!*

HUH.?

NOW WHAT IN--?

SMEK!

WHEW! LUCKY I'M NOT A WALL-CRAWLER IN *NAME ONLY.*

STILL, I WONDER WHAT *MADE* ME LOSE MY--

WISE UP, WEBHEAD. HOW MANY *TIMES* DOES A WALL HAVE TO FALL ON YOU?

IT'S THESE EXTRA *ARMS* OF YOURS, FLAILING AROUND LIKE CRAZY.

THEY'RE FOULING UP YOUR *TIMING,* SOME-THING FIERCE.

WELL, GET *USED* TO 'EM, KID.

THEY MIGHT JUST BE AROUND FOR A LONG, LONG *WHILE.*

I GUESS--I SHOULD HAVE *PRACTICED* WITH ALL SIX ARMS-- BEFORE I MADE LIKE *KA-ZAR.*

BUT, MY SPIRO AGNEW *WRIST WATCH* TELLS ME IT'S NEARLY *DAWN...*

THWIPP!

THIS IS *ONE* DAWN THAT'S *REALLY* GONNA COME UP LIKE THUNDER!

AND, SOME-THING TELLS ME IF I'M NOT OUT OF TOWN BY *SUN-UP...*

NOW PLAYING BLACKMA

ONE GOOD THING, ANYHOW, I'M A FAST LEARNER.

WITH EVERY BLOCK, I'M GAINING A BIT MORE MUSCLE-CONTROL OVER THESE EXCESS MEMBERS OF MINE.

"EXCESS MEMBERS"? HOOO BOY-- WHERE'D I PICK UP A MAD-DOCTOR PHRASE LIKE THAT?

MUST'VE BEEN ON "CREATURE FEATURE".

ONLY THING IS, RIGHT NOW I FEEL MORE LIKE A LATE-SHOW FRANKENSTEIN--

--THAN I DO LIKE JOHN CARRADINE!

SOME TIME LATER, THE LONG ISLAND RAILROAD LOSES A SOMEWHAT COLORFUL PASSENGER...*

*AND NOPE--HE DIDN'T PAY THE FARE. --STAN.

NEVER LAID EYES ON THE PLACE BEFORE...

...BUT FROM THE LOOK OF THINGS, IT'S EVERY BIT AS SECLUDED AS DOC CONNORS SAID IT WAS.

CAN'T SEE WHY THE DOC DOES ALL HIS RESEARCH IN A FLORIDA SWAMP...

...WHEN HE'S GOT THE HOUSE OF DRACULA RIGHT HERE IN SOUTHHAMPTON!

ALL IT NEEDS IS TONY PERKINS IN A FRIGHT WIG, STARING OUT THE WINDOW...

...AND CONNORS COULD SUB-LET IT TO ALFRED HITCH-COCK.

AW, GET OFF IT, SPIDEY. IT'S THE FIRST BLUSH OF DAWN... NOT THE WITCHING HOUR.

AND THIS IS HARDLY A HAUNTED HOUSE...

AT LEAST, IT WASN'T TILL YOU GOT HERE.

THE PLACE IS *EMPTY*-- I *KNOW* IT IS--SO WHY IS MY *SPIDER SENSE* TINGLING TO BEAT THE BAND?

WHY DO I FEEL AN *AURA* EMANATING FROM ITS DIRECTION-- AN AURA OF *DEATH* AND *DECAY*--?

LOOK UP, SPIDER-MAN... MAYBE, IN TRYING TO PINPOINT YOUR FEELING OF DREAD, YOU'VE SET YOUR SIGHTS TOO LOW...

MAYBE IT'S NOT THE HOUSE AT ALL WHICH HAS BIRTHED THAT EERIE, SPINE-CHILLING SENSATION...

...BUT THE STRANGELY-BECALMED VESSEL WHICH LIES OMINOUSLY AT ANCHOR, LESS THAN A MILE FROM SHORE...

...A SHIP IN TURMOIL... A VESSEL IN THE THROES OF FEAR AND DARK DESPAIR...

AWRIGHT, WHITEY-- SO WHAT'S THE *STORY?*

YEAH! WHY'RE WE *ROTTIN'* HERE, WHEN WE SHOULD'A PUT INTO *HARBOR* BY DAWN?

AN' WHERE'S *CAP'N BLOOM?*

SHUT YER *FLAP,* SAM-- AN' I'LL *TELL* YA.

THE CAP'N'S-- *DEAD.* HE BOUGHT IT-- *LAST NIGHT.*

WE'VE HAD NOTHIN BUT *BAD LUCK*-- AND *VANISHIN' CREWMEN*--EVER SINCE WE FOUND 'IM *ADRIFT* IN THE MIDDLE'A THE OCEAN.

I SAY--LET'S DRAG 'IM *TOPSIDE*-- AND *BEAT* THE TRUTH OUT OF 'IM.

YEAH! LET'S *GET* 'IM. LET'S GET 'IM *NOW!*

DEAD? WE--WE DIDN'T *KNOW.*

BUT *HOW,* WHITEY? HOW'D IT *HAPPEN?*

DON'T BE A BLASTED *FOOL,* SAILOR! WE *ALL* KNOW WHO DID IT.

IT WAS-- *HIM!*

Y-MEAN-- THE GUY IN THE *HOLD!?*

WHO ELSE *COULD* IT BE?

HURRY! DON'T LET 'IM GET AWAY.

WHERE'S HE GONNA RUN TO-- A MILE OUT AT SEA?

C'MON-- HE MUST BE HIDIN' OUT IN THE ENGINE ROOM.

THERE HE IS!

NO--PLEASE-- GO BACK.

I--JUST WANT-- TO GET TO SHORE.

I DON'T-- WANT TO HURT YOU--!

DIDJA HEAR THAT, MATES?

HE DON'T WANNA HURT US.

PLEASE--YOU DON'T KNOW-- WHAT YOU'RE DOING.

WE'RE MAKIN' SURE WE AINT ALL MURDERED IN OUR BUNKS, BUDDY-- AN' THAT'S ENOUGH.

CRIPES! THIS GUY MOVES LIKE HE'S HALF ASLEEP--AN' WE STILL CAN'T PUT A DENT IN HIM.

KEEP POUNDIN' AWAY AT 'IM! REMEMBER WHAT HAPPENED TO THE CAP'N.

HOLD 'IM DOWN! HE'S-- TRYIN' TO BREAK FREE.

CORRECTION-- SWINE--

--I AM FREE!

STOP HIM! HE'S GETTIN' AWAY!

YOU STOP 'IM! HE MOVES LIKE A BLASTED STREAK OF LIGHTNIN'.

THE POOR, BLIND FOOLS.

IF THEY BUT KNEW HOW SLOW MY MOVE-MENTS SEEM TO ME...

...OR HOW HEAVY, HOW LEADEN MY LIMBS...!

AH, BUT WHEN IT GETS DARK...WHEN IT'S NIGHT... A NIGHT LIKE LAST NIGHT...

NO! I MUST NOT THINK OF THAT. THE MEMORIES-- WOULD DRIVE ME MAD.

IT WAS A DREAM. IT HAD TO BE A DREAM.

BUT-- IT WAS NOT.

HE RAN DOWN THIS WAY.

WE CAN'T PULL INTO PORT TILL WE FIND THAT CREEP-- OR HE'LL ESCAPE.

IF ONLY I DARED GIVE MYSELF UP.

BUT MY WILL IS TOO WEAK... TOO WEAK.

THUS, IN THE HEAT OF THE DAY, THE MYSTERIOUS FUGITIVE MANAGES-- HOW, HE KNOWS NOT-- TO ELUDE THE FEARFULLY-SEARCHING CREWMEN...

"HE'S FALLEN OVERBOARD," THEY SAY... AND SLAP EACH OTHER ON THE BACK... AND FINALLY TURN IN, FOR ONE LAST SLEEP BEFORE ENTERING PORT...

YES... ONE LAST SLEEP...

FOR, THAT NIGHT, BENEATH THE MOON'S EERIE, WHITISH GLOW...

I AM ALMOST AS GREAT A FOOL AS THEY.

TO EASE A MOMENT'S ANGUISH, I NEARLY SURREN-DERED MYSELF TO THEIR-- TENDER MERCIES.

BUT NOW, IT IS *NIGHT* ONCE MORE --AND THE NIGHT BELONGS TO *ME*-- TO *MORBIUS!*

FOR, THE DARKNESS IS A TIME FOR STRANGE *THIRSTS*--AND WHEN *MORBIUS* THIRSTS--

--IT MUST BE *QUENCHED!*

HEY! WHAT IN--??

SO IT'S *YOU!* WELL, A GOOD RAP OF MY *BELAYIN' PIN* OUGHTTA--

WH--WHY ARE YOU *LOOKIN'* AT ME THAT WAY? WHAT-- WHAT'RE YOU GONNA--?

NO! KEEP BACK--! *NNOOO!*

A GURGLING CRY: CUT SHORT, AS ARE *OTHER* CRIES THIS NIGHTMARE'S EVE AT SEA...

...CRIES WHICH MADLY DANCE LIKE *LIVING THINGS* ATOP THE LAPPING, LUNATIC WAVES...

...*U*NTIL, AMIDST THE FIRST FAINT BLUSH OF *DAWN*...

HAH! I HAVE *TRIUMPHED* OVER THEM ALL.

MY *THIRST* IS ASSUAGED--FOR *ANOTHER* HELLISH NIGHT.

I *LIVE*-- WHILE THEY ALL ARE *DEAD!*

--AND--I ONLY WISH--THAT *I* WERE *THEY.*

*T*HEN, A SUDDEN *RETCH-ING*--AN IMPULSIVE LEAP INTO THE TIMELESS, UNACCUSING *SEA*--

--THE SEA THAT *MAY* HELP THE ONE CALLED MORBIUS FORGET WHAT HE *WAS*--

--AND WHAT HE IS *BECOME*--!

BUT, GIVEN TIME AND TIDE, THE FOAM-FLECKED **OCEAN** WASHES ALL THINGS IN TOWARD THE WAITING **SHORE**--

--AND THUS, IT SOON IS **RID** OF MYSTERY-SHROUDED **MORBIUS**--

--AND OF THE REMORSELESS, MONUMENTAL **BURDEN** WHICH IS HIS.

THE ***NIGHT!*** ONLY ***THEN*** CAN I BEAR THE THOUGHT OF--WHAT I ***AM.***

DAYLIGHT ***SAPS*** ME OF MY WILL--DEAD MEN'S ***FACES*** GLOWER AT ME--

LIFELESS ***FINGERS*** POINT-- RASPING VOICES SAY, "***J'ACCUSE!***"

EVEN THE FRESH-RISEN ***SUN*** SEEMS TO STARE DOWN AT ME--A WHITE, CONDEMNING ***EYE.***

THEN--THERE IS BUT ***ONE*** THING THAT I CAN ***DO***--

--AND THAT I ***SHALL.***

AT LAST, UP-LUNGING ***EFFORT:*** AND MORNING WINDS LOFT ***HOLLOWED BONES*** TOWARD AN EMPTILY BECKON-ING ***BELFRY***--

THERE SEEMS TO BE--***NO ONE*** ABOUT.

THUS, I CAN SLEEP THE ***DEEP SLEEP*** ONCE MORE--

--UNTIL IT BE ***NIGHT.***

AND NOW, JUST IN CASE YOU'VE ANY LINGERING DOUBTS AS TO **WHICH** LITTLE VILLA-BY-THE-SEA MORBIUS HAS CHOSEN FOR HIS SINISTER SOMNOLENCE--

I'VE BEEN HERE **TWO DAYS**--AND I'VE ACCOMPLISHED EXACTLY **NOTHING.**

UNLESS YOU GET **CREDIT** FOR WASTING A VATFUL OF EXPENSIVE **CHEMICALS.**

DOC CONNORS WON'T MIND. HE'S A **GREAT** GUY.

WISH I COULD GIVE HIM ONE OF **THESE** ARMS --TO REPLACE THE ONE HE **LOST.**

COOL IT, SPIDEY--NO TIME FOR **PIPE-DREAMS.** GOTTA KEEP **TRUCKIN'!**

MAYBE **THIS** BATCH WILL BE THE ONE.

IF IT **IS,** MY THEORY SAYS IT SHOULD TURN **BLUE--**

NO! THIS ONE'S AS USELESS AS THE **OTHERS.**

MAYBE--MAYBE I'M DOOMED TO **STAY** THIS WAY--

--FOR THE REST OF MY **LIFE!**

OH, AND WE **NEGLECTED** TO TELL YOU--THE FORE-GOING TABLEAU OCCURS TOWARD THE **END** OF THAT SECOND FRUITLESS DAY--

--**JUST** BEFORE **SUNSET,** TO BE EXACT.

WHAT MANNER OF **PLACE** IS THIS? THAT MAN HAS-- **SIX ARMS.**

YET--HIS **COSTUME**-- SO FAMILIAR, AS IF I HAVE **SEEN** IT BEFORE.

I--CANNOT **REMEMBER.** YET, IT DOESN'T **MATTER**--

NOTHING MATTERS--

--EXCEPT THE RAVENING **THIRST** OF MORBIUS!

--A THIRST WHICH MUST BE QUENCHED!

MMFFF!

THWUMP!

SHEESH! I DON'T KNOW WHO YOU ARE, FELLA--

--BUT YOU SURE KNOW HOW TO MAKE AN ENTRANCE.

THEN, PETER PARKER MAKES HIS FIRST MISTAKE--WAITS A FATEFUL INSTANT FOR SOME SORT OF ANSWER--SOME VERBAL RESPONSE--

--WHILE, INSTEAD--MORBIUS LEAPS!

UNNHH! HE'S THE STRONG, SILENT TYPE-- WITH ACCENT ON THE STRONG.

BUT--HIS FACE-- IT'S HIDEOUS-- INHUMANLY WHITE--!

AND THOSE TEETH-- LIKE AN ANIMAL'S GLEAMING FANGS--

HE'S LIKE A COSTUMED VERSION OF-- A VAMPIRE.

HE'S PROBABLY JUST ANOTHER GARDEN-VARIETY SUPER-VILLAIN--

W!

SP

AW, GET OFF IT, WALL-CRAWLER--

--OUT TO BUILD A FAST REP, BY BEATING UP ON SPIDER-MAN.

AND THAT, SPIDO-PHILE, IS THE WEB-SPINNER'S SECOND MISTAKE.

PERHAPS EVEN--HIS LAST!

HE--HE'S GOING FOR MY THROAT--WITH HIS FANGS.

THEN--I WAS RIGHT--THOUGH I DIDN'T DARE BELIEVE IT TILL NOW.

YOU ARE SOME KIND OF--VAMPIRE.

VAMPIRE? YES--I SUPPOSE YOUR TINY MIND WOULD LABEL ME THUS.

I AM MORE THAN ANY NAME--BEYOND MERE EPITHET.

THOP!

BUT WHAT DO SIMPLE NAMES--EMPTY EPITHETS--MEAN TO ME?

ON THE ROPES! HE'S STRONGER THAN HE LOOKS--

AND NOW--

AND, I'M TIRED--BEEN WORKING TWO DAYS--ALMOST NO SLEEP--

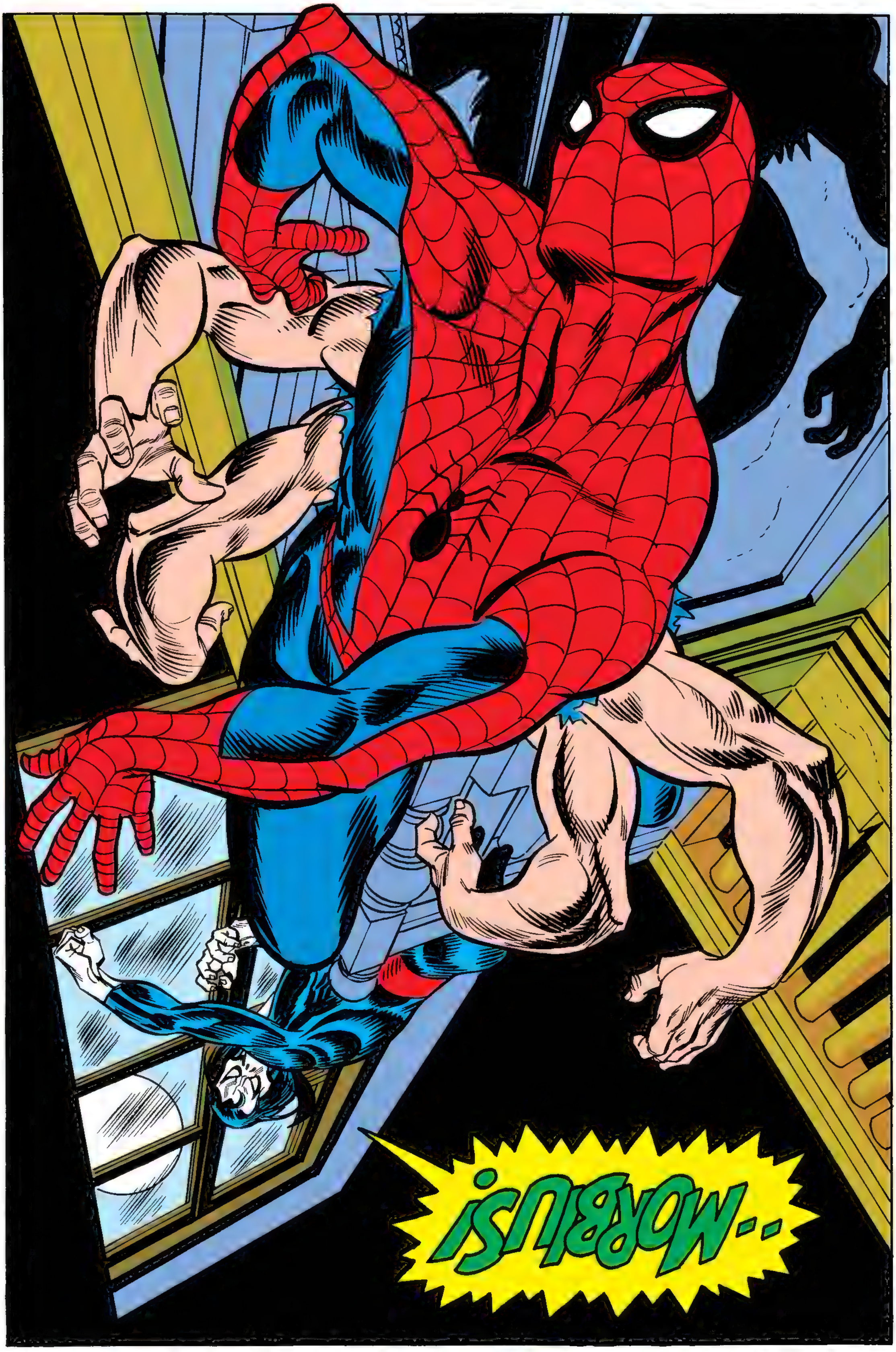
BUT--CAN'T GIVE IN. GOT TO GET UP--FIGHT BACK--

YOU ARE THE FIRST I HAVE MET--WHO IS WORTHY OF MY FULL WRATH.

NO USE, I CAN'T EVEN GET TWO ARMS WORKING--LET ALONE SIX.

I'M GONNA GET IT--AND HARD.

REJOICE, FOOL! IT IS AN HONOR TO FALL BEFORE THE UNLEASHED POWER OF--


MORBIUS!

THAT IS MUCH BETTER.

NOW, HE LIES STILL--SO DEATHLY STILL--

NOW IS THE TIME THAT I HAVE WAITED FOR--

--THE MOMENT WHEN MORBIUS CAN-- DRINK.

YOU!

WHO THE DEVIL ARE YOU--AND WHAT HAVE YOU DONE TO SPIDER-MAN?

WELL? SPEAK UP! I'M DR. CONNORS, AND THIS IS MY PLACE.

STEP OVER HERE INTO THE LIGHT, SO I CAN--

GOOD LORD!

FOR ONCE, THE TIMES WHEN CURT CONNORS HAS BEEN A MONSTER SERVE HIM IN GOOD STEAD--

HOW ELSE WOULD HE EVADE, EVEN FOR AN INSTANT, THAT WILDLY CLAWING FORM--?

HOW ELSE LIVE LONG ENOUGH TO GIVE VOICE TO HIS SECRET, INNERMOST FEAR--?

WHOEVER-- WHATEVER YOU ARE--KEEP AWAY FROM ME!

YOU DON'T KNOW-- WHAT CAN HAPPEN TO ME, IF--

NO! IT'S--TOO LATE!

THE EXCITEMENT-- THE FEAR-- IT'S CHANGING ME AGAIN--

--CHANGING ME INTO--

--THE LIZARD!

MAN--OR MAN-LIKE LIZARD-- STAND AWAY FROM THE CHOSEN VICTIM OF MORBIUS!

NEVER! SPIDER-MAN IS MY ENEMY!

MINE MUST BE THE HAND THAT KILLS HIM. MINE!

HUHNN? VOICES? BUT WHO--?

OH NNOOOO!!

TO BE CONCLUDED-- IN ISH #102-- THE FIRST DOUBLE-SIZE, DOUBLE-ACTION ISSUE OF SPIDER-MAN! 'NUFF SAID!

SPIDER-MAN

MARVEL COMICS GROUP™

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the AMAZING SPIDER-MAN™

APPROVED BY THE COMICS CODE AUTHORITY

IF MORBIUS DOESN'T KILL SPIDEY--
THE LIZARD WILL!

ALL NEW
'NUFF SAID!

VAMPIRE AT LARGE!

THE AMAZING SPIDER-MAN!™

THE TITLE SAYS IT ALL:

VAMPIRE AT LARGE!

MAN--OR MAN-LIKE LIZARD--STAND AWAY FROM THE CHOSEN VICTIM OF MORBIUS!

NEVER! SPIDER-MAN IS MY ENEMY.

MINE MUST BE THE HAND THAT SLAYS HIM!

MINE!

CONFUSED? WELL, DON'T GO 'WAY, SPIDOPHILE--'CAUSE YOU'VE GOT 35 ALL-NEW, ALL-ACTION PAGES TO GO--!

STAN LEE EDITOR * ROY THOMAS WRITER * GIL KANE ARTIST * FRANK GIACOIA INKER * ART SIMEK LETTERER

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A FALLEN, GROGGY SPIDER-MAN--MYSTERY-SHROUDED MORBIUS--AND THE REPTILIAN THING THEY CALL THE LIZARD--

HOW CAME THEY HERE, TO FORM SUCH A SINISTER TABLEAU--?

--HERE, TO DR. CURT CONNORS' DESERTED SUMMER-HOUSE, ON THE SEAWARD TIP OF LONG ISLAND--?

CALL IT DESTINY--THE WILL OF HEAVEN--KISMET--

HOW DID IT ALL BEGIN??

FOR PETER PARKER, HORROR CAME IN A BUBBLING VIAL--A SERUM CREATED TO RID HIM FOREVER OF HIS UNWANTED SPIDER-POWERS--BUT WHICH LEFT HIM, INSTEAD, AN AWESOME EIGHT-LIMBED MONSTROSITY--

--IN TRUTH-- A HUMAN SPIDER!

AND MORBIUS--HE WHO WAFTED IN FROM A SHIP OF DEAD MEN, OUT AT SEA--

WHAT ARE HIS ORIGINS, THIS TALONED FIEND WHOSE FANGS ACHED FOR PETER'S THROAT?

WHAT WOULD HAVE BEEN THE WEB-SPINNER'S FATE, IF CURT CONNORS HAD NOT ARRIVED, JUST IN TIME TO BE STARTLED INTO BECOMING--

--THE LIZARD!?

BUT NOW, THE TABLEAU ENDS ABRUPTLY, AS--

SPIDER-MAN IS MINE TO KILL!

MINE!

NO NEED-- TO FIGHT OVER ME, FELLAS.

THERE'S-- PLENTY TO GO AROUND.

SHEESH! MY HEAD'S STILL THROBBING FROM WHERE THAT WOULD-BE VAMPIRE TOSSED ME OFF THE LANDING.

BUT, THE WAY THIS TAG-TEAM MATCH IS GOING--

IF THE LIZARD DOESN'T GET ON THE STICK--

THRUMP!

HE'S NOT GONNA FARE ANY BETTER AS OL' LIZ-- THAN HE WOULD AS DOC CONNORS!

AND, 'TWOULD SEEM THAT SPIDEY'S **EYESIGHT**, AT LEAST IS UNIMPAIRED--

SPLAK!

I KNOW NOT **WHO** YOU ARE--NOR **WHAT** YOU ARE--

BUT YOU'LL FIND MORBIUS FAR MORE **POWERFUL** THAN HE SEEMS.

WHILE **YOU** SHALL FIND THAT I AM **PRECISELY** AS STRONG AS I APPEAR--

BTOK!!

--WHICH IS **STRONG INDEED!**

NOW, FOR THE FINAL TIME, LEAVE SPIDER-MAN TO **ME**--

DEATH? I CARE NOT WHETHER THE MASKED YOUTH **LIVES** OR **DIES.**

I DESIRE ONLY HIS **BLOOD**--THOUGH PERHAPS **YOURS** WOULD DO AS WELL.

PERHAPS--BUT THAT, YOU SHALL NEVER **LEARN.**

--OR PREPARE TO **JOIN** HIM--IN **DEATH!**

-WHEW!- I COULD FEEL *THAT* ONE WAY UP *HERE!*

THIS IS TURNING INTO A REAL *FREE-FOR-ALL.*

AND THE *DOOR-PRIZE* IS YOUR FRIENDLY NEIGHBORHOOD *SPIDER-MAN!*

SPACED-OUT AS I AM--MAYBE I COULD STILL LEAP IN AND *DECIDE* THIS THING, ONE WAY OR THE OTHER--

BUT *WHICH* WAY??

FZZAP!

"I SURE CAN'T ROOT FOR *MORBIUS!*

"WHO-EVER HE IS, HE'S OUT FOR BLOOD-- *MY* BLOOD!

"BUT, THERE'S NO TRACE OF DOC CONNORS LEFT IN THE *LIZARD*--AND *HE'S* THE ONE WHO *REALLY* LOATHES ME!

SPLUNG!

"MAYBE I'VE NO CHOICE-- BUT TO LET 'EM *SLUG IT OUT*--WEAR EACH OTHER *DOWN* FOR A WHILE--

"--THOUGH IT LOOKS LIKE MATTERS ARE ABOUT TO BE TAKEN OUT OF MY *HANDS!*

WHUMFF!

HSSSS

"I WAS **RIGHT!** THE LIZARD'S BEEN BELTED INTO ONE OF DOC'S FAR-OUT **FRAMMISTATS**--

"--AND HE'S TAKIN' IN ENOUGH VOLTAGE TO LIGHT UP **MACY'S CHRISTMAS TREE!**

"UNLESS I MISS MY EVER-LOVIN' **GUESS**--

HSSSS

"--THE LIZARD'S **HAD** IT!

"HUH? **NOW** WHAT THE DEVIL--?

"SO, IT LOOKS LIKE IT'S TIME TO STOP PLAYIN' **PEEPING TOM**--

--AND PLAY **HERO-MAN** --IF I'M **UP** TO IT!

"OF **COURSE!** JUST NOW, CONNORS IS AN **EASIER** TARGET THAN I AM-- SO MORBIUS IS GONNA HELP HIM-SELF TO A LONG TALL **BITE**--

"--RIGHT IN THE LIZARD'S SCALY **NECK!**

UNNGHH!

WHAT THE HEY!?

EITHER I'M NOT AS WEAK--AS I FEEL JUST NOW--

OR ELSE THIS CREEP'S A LOT LIGHTER THAN LOOKS.

FOOL!

COLD THOUGH IT BE, I WOULD HAVE FEASTED UPON THE BLOOD OF THE FALLEN MAN-MONSTER--NOT YOUR OWN.

AND FEAST I MUST-- FOR MORBIUS IS NOT LIKE OTHER MEN.

MISTER, YOU'VE GOT GHOST-WHITE SKIN--EYES LIKE BLAZING CANDLES-- AND BONES THAT'VE GOT TO BE HOLLOW.

I DIDN'T THINK YOU WERE JOHN Q. CITIZEN!

BUT-- JUST WHO THE DEVIL ARE YOU??

I AM-- MORBIUS!

THAT IS ALL YOU KNOW-- OR NEED TO KNOW. AND NOW--

HE'S GONNA CUT OUT. I CAN SENSE IT.

WAIT! YOU FASCI-NATE ME. TELL ME MORE.

MOCK ME --EVEN AS YOU SEEK PRECIOUS MOMENTS TO REGAIN YOUR STRENGTH.

--A WORLD RIPE TO BECOME THE PREY OF-- MORBIUS!

BUT, WHY SHOULD I WASTE MY POWER IN DUBIOUS BATTLE WITH YOU--

--WHEN THERE IS A WORLD BEYOND THESE MILDEWED WALLS--

FREE: HE SOARS ON SEABORN WINDS, GENTLE ZEPHYRS WHICH LIGHTLY BRUSH THE OCEAN'S UPTURNED FACE...

...SO FIERCELY **JOYOUS**, HE FAILS TO NOTICE THE TINY **DEVICE** CLINGING TO THE BACK OF HIS COLLAR...

...A DEVICE SHAPED SUSPICIOUSLY LIKE A **SPIDER.**

GOOD OL' **SPIDEY TRACERS!**

JUST BARELY... HAD STRENGTH ENOUGH TO PIN THAT ONE **ON** HIM.

CAN'T CATCH HIM **NOW**... BUT MAYBE... **HUH?**

--SPIDER-MAN--!

I FORGOT ALL ABOUT THE **LIZARD.**

THAT'S WHAT I CALL LIVING **DANGEROUSLY.**

BUT-- HIS **VOICE--!**

WHAT-- **HAPPENED** TO ME--? I--

NOW I REMEMBER.

I SAW--THAT **FIEND,** WHOEVER HE WAS--AND GOT **FRIGHTENED.**

THAT WAS ENOUGH TO TURN ME BACK INTO-- THE **LIZARD.**

STILL--I DON'T **FEEL**--DON'T **THINK** LIKE THE LIZARD. I FEEL LIKE-- **CURT CONNORS.**

THAT'S **GREAT,** DR. CONNORS!

IN THE PAST, THE LIZARD HAS ALWAYS HAD A MANIACAL **HATRED** FOR **SPIDER-MAN.** BUT **NOW--**

FORGET ABOUT **ME** FOR NOW. LOOK AT **YOURSELF.**

YOU'VE GOT-- **SIX ARMS!**

YEAH, I KIND'A **FIGURED** YOU'D NOTICE THEM, SOONER OR LATER.

THAT'S WHY I **CALLED** YOU--AND **BORROWED** THIS PLACE.

SO FAR, THOUGH, I HAVEN'T STUMBLED ON ANY FORMULA TO GET **RID** OF--

GOOD LORD!

WH--WHAT'S **WRONG?** HAS **MORBIUS--?**

IT'S NOT *HIM*, DOC.

IT'S *YOU!*

YOU'VE STARTED TO *CHANGE* ONCE MORE--

IT'S--*TRUE!*

AND YET--*NO!* IT'S *NOT* LIKE-- THE *OTHER* TIMES.

I'M ONLY CHANGING-- *HALFWAY!*

--*BACK INTO CURT CONNORS!*

SEE WHAT I *MEAN?*

I'M *MOSTLY* HUMAN--BUT I'M STILL COVERED WITH *SCALES*, LIKE THE *REPTILE* I WAS.

JUST THE SAME, YOU'VE LOST YOUR *RIGHT ARM* AGAIN--

--THE ONE YOU *GROW* WHEN YOU BECOME A *MONSTER.*

AND, IF THE *LIZARD* CAN LOSE AN ARM, AND STILL BE WHAT HE *WAS*--

--THEN SO, PERHAPS, CAN *SPIDER-MAN.*

I FOLLOW YOUR *LOGIC.*

BUT-- WHAT *CAUSED* THE CHANGE, DOC?

DON'T YOU *SEE*, MAN?

IT MUST HAVE BEEN-- *MORBIUS.*

HE *BIT* ME WHEN I FELL--EVEN THRU THE *SCALES* ON MY NECK.

HE HAD NO TIME TO DRAW *BLOOD* --YET HE *WEAKENED* ME SOMEHOW--

--AND I BECAME-- ALMOST *NORMAL.*

Y'KNOW, IT SOUNDS JUST *CRAZY* ENOUGH TO BE--

HEY, DOC-- YOU'RE *SHAKING.* WHAT--?

I'M *CHANGING*-- BACK TO THE *LIZARD* AGAIN!

I *KNOW* IT. I *FEEL* IT.

BUT, YOU'VE STILL GOT DOC CONNORS' *MIND.*

SO, LET'S SEE IF YOU CAN *DUPLICATE* WHATEVER IT WAS THAT--

DO NOT SEEK TO GIVE ORDERS TO *ME,* SPIDER-MAN!

AND YET-- YOU'RE *RIGHT.*

WE *MUST* FIND A CURE SOMEHOW-- FOR *BOTH* OUR SAKES.

IF ONLY I COULD *LEAVE*--TRY TO CATCH *MORBIUS,* BEFORE HE REALLY *HARMS* SOME-ONE.

YET, THERE'S SOME-THING IN CONNORS' *VOICE*--SOME SLIGHT HINT OF THE *LIZARD'S BRAIN* BACK AGAIN.

I DON'T *DARE* LEAVE HIM ALONE.

IF ONLY I COULD *HELP* YOU-- AT LEAST DO MY *SHARE* OF THE WORK--

BUT, MY *HANDS*-- THEY'RE TOO *AWKWARD* NOW TO HANDLE DELICATE MACHINERY-- OR *TEST TUBES.*

YOUR JOB IS TO TELL *ME* WHAT TO DO, DOC.

BESIDES, FOR ONCE HAVING SIX HANDS MIGHT JUST BE A *PLUS*--

--NOW THAT I'M LEARNING TO *CONTROL* THEM.

'COURSE, THAT HARDLY MEANS I'M BECOMING *ATTACHED* TO THEM.

JUST *SIT BACK,* WHILE THIS LITTLE GADGET SEPARATES A FEW CHEMICALS FOR US.

YES--BUT I FEEL SO *HELPLESS*--

--LIKE A *CAGED ANIMAL.*

HOURS PASS--HOURS OF FRUSTRATION AND ANGUISH--AND OF SOMETHING *MORE*--!

WE *MUST* FIND THAT CURE. *WE MUST!*

AND YET--*WHY* SHOULD I WANT TO BE *CURT CONNORS*-- EVER *AGAIN?*

HE GETS *WILDER* BY THE MINUTE.

IF I DON'T STUMBLE ACROSS SOME-THING *SOON,* I'M LIABLE TO FIND MYSELF BATTLING THE FULL-FLEDGED *LIZARD* AGAIN!

--WHEN I CAN BE-- *THE LIZARD!?*

THEN, SUDDENLY, DURING A RELATIVELY LUCID MOMENT...

SPIDER-MAN! I THINK I'VE GOT OUR ANSWER.

WELL, DON'T KEEP IT A SECRET, FELLA.

THAT--VAMPIRE--DIDN'T TAKE ANYTHING OUT OF ME.

SO, HE MUST HAVE PUT SOMETHING IN.

AN ENZYME!

OF COURSE! WE SHOULD HAVE THOUGHT OF IT BEFORE.

AN ENZYME--SOMETHING WHICH ACTS AS A CATALYST, CAUSING CHANGES IN OTHER SUB-STANCES.

SUCH A THING, ENTERING YOUR BODY THRU HIS FANGS, MUST HAVE AFFECTED YOUR METAB-OLISM--

--MAKING YOU LOSE THAT ARM!

IF WE COMBINED THAT ENZYME WITH THIS SERUM YOU HAD ME MIX--

YES--THAT MUST BE IT!

THEN, WE MUST FIND HIM--AND QUICKLY.

I--I CAN'T BEAR BEING INSIDE THIS HIDEOUS FRAME--MUCH LONGER!

JUST LET ME EMPTY THE SERUM INTO THIS BOTTLE.

THEN--MORBIUS, BEWARE!

MORBIUS--MORBIUS--SOMETHING ABOUT THAT NAME--STRIKES A FAMILIAR CHORD.

IF ONLY I COULD REMEMBER--BUT I CAN'T.

STILL, I MUST GO WITH YOU. YOU COULD NEVER HANDLE HIM AND ADMINISTER THE SERUM--ALONE.

YES... I KNOW.

SO, WE'D BETTER MOVE IT. HE COULD BE HALF-WAY TO TRANSYLVANIA BY NOW.

YOU KEEP RIGHT BEHIND ME, OKAY?

--LIKE A LOADED GUN--THAT MAY GO OFF AT ANY SECOND!

WHILE, IN THE PRETERNATURALLY QUIET SKIES ABOVE MANHATTAN...

THIS, THEN, IS THE CITY.

HERE I SHALL FIND THE FOOD, THE SUSTENANCE, THAT IS MINE BY RIGHT.

BUT NOW--THE FIRST RAYS OF *DAWN* DRAW NEAR.

ONCE MORE, THE DREAD SPECTRE OF *REMORSE* REARS ITS GAUNT HEAD.

ONCE MORE, I HEAR THE DEATH-CRIES OF THE *MEN* I HAVE SLAIN--WAILING LIKE SOULS *LOST* ON A SEA OF TORMENT.

YET, ONLY IN THE CLEAR LIGHT OF *DAY* DO I HEAR THOSE ANGUISHED VOICES--THAT GRIM, ACCUSING CHORUS OF THE *DAMNED.*

IF ONLY IT COULD BE ALWAYS NIGHT--*ALWAYS NIGHT--!*

BUT, IT *CANNOT*--AND SO, MORBIUS MUST HIDE HIS FACE FROM THE *SUN* WHICH SAPS HIS STRENGTH--USURPS HIS *WILL.*

THIS BOARDED *CELLAR* WILL SERVE AS WELL AS ANY--PERHAPS *BETTER* THAN MOST.

FOR, PERHAPS *THIS* IS THE PLACE WHERE I SHALL KNOW NO *MEMORIES.*

HERE, PERHAPS--I SHALL *DREAM NO DREAMS --!*

VAIN HOPE, MORBIUS--FOR, NO SOONER DO YOU CLOSE YOUR EYES, THAN THE DREAM IS THERE *BEFORE* YOU--AND YOU SEE *ONCE MORE,* OVER AND OVER--

...THE WAY IT BEGAN

PART TWO

NO! I DIDN'T *MEAN* TO KILL YOU--

NOT *ANY* OF YOU!

PLEASE-- *FORGIVE* ME, NIKOS! *TELL ME YOU FORGIVE ME!*

BUT, UNVOICED CRIES MERELY ECHO THRU DARK CORRIDORS OF UNRELENTING THOUGHT--

--AS THE DREAM GOES ON--!

THE DREAM OF HOW IT WAS, ONLY A FEW SHORT **WEEKS** AGO--WHEN YOUR WORLD WAS AS SMALL AS YOUR SEQUESTERED **LABORATORY**, HIDDEN HIGH IN THE HILLS OF YOUR NATIVE EUROPEAN LAND--

--AND YOUR ONLY ENEMY WAS **TIME** ITSELF--!

...AND THAT THEY GIVE NO MORE CAUSE FOR **OPTIMISM** THAN THOSE WE HAVE SEEN **BEFORE**.

MUST YOU CONTINUE TO **TORTURE** YOURSELF, WITH VISIONS OF A **FALSE HOPE**?

TO **LIVE** IS TO HOPE, MY FRIEND.

TO **ABANDON** HOPE...IS TO BE ALREADY **DEAD**.

NIKOS... WILL YOU CHECK MY READING OF THESE **RESULTS**, PLEASE?

YOU KNOW WELL, MICHAEL, THAT I HAVE **ALREADY** CHECKED THEM...

BUT, YOUR DEMEANOR IS MUCH TOO **GRIM**, NIKOS. DO YOU NOT RECOGNIZE A **COSMIC JEST** WHEN YOU BEHOLD ONE?

IS IT NOT **AMUSING**--?

--TO A **VAMPIRE BAT**??

--THE SIGHT OF **MICHAEL MORBIUS**, WINNER OF THE CONVETED **NOBEL PRIZE**, PINNING HIS HOPES AND DREAMS AND FEARS--

HELLO DOWN THERE. AM I INTERRUPTING ANYTHING?

NOTHING... IMPORTANT, MY DEAR.

REMEMBER, NIKOS, NOT A WORD TO MARTINE ABOUT...

WHATEVER YOU WISH, MICHAEL.

I KNOW YOU TWO PREFER TO WORK IN SECRET OUT HERE.

BUT SOMETIMES, A WOMAN GETS LONELY...

AND SHALL, I FEAR, GET LONELIER STILL.

I HAVE DECIDED THE NEXT PHASE OF MY RESEARCH MUST BE DONE...AT SEA.

A PLACE WHERE SECURITY WILL BE TOTAL... AND CERTAIN.

THEN, I'M COMING WITH YOU.

NO! IS IT NOT ENOUGH THAT FOOLS SNICKER BEHIND YOUR BACK, BECAUSE YOU LOVE ONE AS HIDEOUS AS MYSELF?

WOULD YOU NOW RISK YOUR LIFE AS WELL, KNOWING THE DEADLY RADIOACTIVE MATERIALS WITH WHICH I WORK?

I CARE FOR YOU...IF YOU DO NOT CARE FOR YOURSELF.

YOU WILL STAY HERE, DO YOU HEAR ME?

YES...I HEAR YOU, MICHAEL.

AND NOW, IF YOU'VE QUITE FINISHED, I MUST GO UPSTAIRS AND PACK.

SAY WHAT YOU WILL, MARTINE.

FOR, WHEN YOUR SHIP LEAVES PORT... I'LL BE ON THAT DECK WITH YOU.

NIKOS AND I MUST SAIL... ALONE.

BUT YOU COULDN'T LEAVE HER BEHIND, COULD YOU, MORBIUS?

NOT THE GIRL WHOSE LOVE FLOWED LIKE BLOOD THRU YOUR VEINS...!

YOU'LL NEVER KEEP ME FROM YOUR SIDE, MICHAEL... NOT AS LONG AS YOU LIVE.

YOU KNOW THAT, DON'T YOU?

YES...I SUPPOSE I DO.

AS LONG ...AS I LIVE...

THE IRONY OF MARTINE'S WORDS HAUNTED YOU, MORBIUS...HAUNTED YOU THE LENGTH AND BREADTH OF THE SUN-DRENCHED MEDITERRANEAN...

...UNTIL, UPON ARRIVING IN AN ENGLISH SEAPORT...

A CHARTERED YACHT, MICHAEL? BUT WHY? THE SHEER EXPENSE...!

IT MUST HAVE TAKEN THE LAST OF YOUR PRIZE-MONEY.

AND MORE. BUT I HAD... NO CHOICE.

NO CHOICE? WHAT NEW RESEARCH ARE YOU DOING--?

THAT, MARTINE, MUST REMAIN A SECRET EVEN FROM YOU.

THE ELECTRO-SHOCK DEVICE HAS BEEN INSTALLED ACCORDING TO YOUR SPECIFICATIONS, MICHAEL. IT...

EXCELLENT. NOW, IF YOU'LL EXCUSE US, MY DEAR...

THEN, EVEN AS THE DOOR SLAMMED SHUT...

NEVER SPEAK OF MY WORK HERE AGAIN-- IN FRONT OF HER!

YOU KNOW MY ORDERS.

YES, MICHAEL. BUT, MARTINE IS A COURA-GEOUS GIRL. SHE...

IT IS NOT HER COURAGE I DOUBT, NIKOS...BUT MY OWN.

THE FLUIDS WE DISTILLED FROM THE BATS HAVE NOT SLOWED THE ILLNESS WHICH GNAWS AT MY BODY... MY VERY SOUL.

STILL, DON'T YOU THINK SHE DESERVES TO KNOW...?

SHE DOES, INDEED. YET, IF SHE KNEW WHAT WE PLAN, SHE WOULD TRY TO STOP US.

NO ONE BUT WE TWO, OLD FRIEND, MUST KNOW THAT A RARE DISEASE DISSOLVES MY VERY BLOOD CELLS...

...OR THAT, IF OUR WORK HERE IS A FAILURE...

...I SHALL NEVER LIVE TO SEE LAND AGAIN!

HOW **HARD** IT WAS, MORBIUS, THAT **NIGHT**...THAT **FINAL** NIGHT...WITH **HER**...!

PLEASE **FORGIVE** ME, MARTINE, IF I LEAVE YOU **EARLY** THIS EVENING.

THERE ARE ROUTINE MATTERS I MUST CHECK IN THE **LABORATORY** BELOW.

OF COURSE. I UNDERSTAND, MY LOVE.

BUT, DO NOT WORK **TOO** LONG. YOU SEEM...SO **PALE.**

DOES SHE **SUSPECT,** MICHAEL?

I... THINK **NOT.**

YET, WE MUST **HURRY.** MY TIME GROWS **SHORT.**

UNLESS THIS SHOCK-TREATMENT **SUCCEEDS**... AGAINST ALL HOPE, ALL **ODDS**...

...I'LL MEASURE OUT MY LIFE IN **DAYS**...PERHAPS **HOURS!**

I... KNOW.

BUT, **ELECTRICAL** CREATION OF BLOOD-CELLS IS SOMETHING NEVER BEFORE **ATTEMPTED**...LET ALONE **ACHIEVED.**

IF ONLY WE HAD TIME TO GAUGE ALL POSSIBLE **RESULTS**...ALL POTENTIAL **SIDE-EFFECTS**...

AND YET, AS YOU SAY... WE HAVE **NO CHOICE.**

FOR, **WHAT** SIDE-EFFECT COULD POSSIBLY BE WORSE THAN-- **DEATH?**

*DID YOU **SENSE** IT THEN, MORBIUS--IN THAT **MOMENT?** DID YOU GLIMPSE THE UN-SPEAKABLE **ANSWER** TO NIKOS' QUESTION...*

ARRRRRRR

*...IN THAT SINGLE, SEARING **INSTANT** WHEN TIME AND SPACE WERE SWALLOWED IN THE GAPING MAW OF **PAIN**--?*

I--I CAN'T *STAND* IT ANY LONGER.

I'M TURNING THIS ACCURSED THING OFF--*NOW!*

KLIK!

ARE YOU *ALL RIGHT?* YOU *SCREAMED--!*

YES, I--I AM FINE. BUT *WEAK...* SO WEAK...

HELP ME... REMOVE THIS *SUIT...!*

...IT IS *DONE,* MY FRIEND. BUT, WHAT OF THIS SUIT WHICH YOU WORE AS *SECONDARY* INSULATION AGAINST THE *SHOCK...?*

NO... LET IT *BE.*

FOR NOW, I FEEL...SO *COLD.*

AND... THE *LIGHTS* IN THIS PLACE...

THEY SEEM... MUCH TOO *BRIGHT...!*

IN *HERE,* MICHAEL. YOU CAN REST IN HERE.

YES... *REST.* THAT IS ALL I NEED...

A FEW MOMENTS' *REST...*

YOU MEANT THAT WHEN YOU SAID IT, MORBIUS...

YOU REALLY DID...

AND YET, EVEN THEN, YOU KNEW. YOU KNEW!

AH... FEELING BETTER ALREADY, OLD FRIEND?

I AM GLAD... THOUGH I LOCKED YOU IN FOR YOUR OWN SAFETY.

BUT SEE? THE DOOR IS OPEN NOW.

NOW YOU CAN--BUT, WHAT HAS HAPPENED TO YOU, MICHAEL?

YOU ARE WHITE-- WHITE AS A--

AAAAAA

AAAA

NIKOS--!?

OH MY GOD--!

NIKOS!

DEAD! BECAUSE YOU LOVED ME, NIKOS.
BECAUSE YOU-- CARED.
BUT--PERHAPS YOU ARE THE FORTUNATE ONE.
FOR, WHAT OF ME, NIKOS?
WHAT IS THIS THING THAT MORBIUS HAS BECOME?
THE BAT EXTRACT--THE ELECTRICAL SHOCK--ALL ACTING ON ME SOME-HOW--TURNING ME INTO--
YOU KNOW THE WORD WELL, DON'T YOU, NIKOS?
AND THE WORD IS-- VAMPIRE!
AIR! MUST HAVE AIR-- MUST THINK WHAT TO DO-- GET HELP--!
MARTINE! ASLEEP THERE-- IN THAT CABIN. SHE WILL HELP ME.
SHE IS COMPASSIONATE, WARM--
YES--WARM--RICH BLOOD COURSING THRU HER VEINS--BLOOD WHICH--
GOD FORGIVE ME--WHAT AM I THINKING OF??
NOT THAT! ANYTHING BUT THAT!
BETTER FAR TO END THIS STILLBORN MOCKERY OF LIFE.
BETTER FAR--TO DIE!

YES, MORBIUS--EVEN HERE, IN YOUR TOO-VIVID **DREAM WORLD**, YOU KNOW THAT YOU GLIMPSED THE **TRUTH** IN THAT FLEETING INSTANT--!

BETTER **FAR** TO PERISH--TO FILL YOUR STRAINING LUNGS WITH **WATER**, AND SINK DEEP INTO A LIQUID **GRAVE**--

--THAN TO LIVE THE LIFE OF THE **DAMNED**!

YET, EVEN **AMONG** THE DAMNED, THE LUST FOR **LIVING** IS A SURGING **TIDAL WAVE**--

--AND IN ITS RELENTLESS WAKE ARE **SUBMERGED** THE HUMAN INSTINCTS WHICH **BIRTHED** THE SELFLESS ACT--

--SUBMERGED, **DROWNED** --TILL ONLY THE **BEAST** REMAINS--

--THE BEAST WHICH KICKS AND CLAWS AND **CAREENS** ITS FRANTIC WAY TO THE SURFACE--

AIR! AT LAST!

I WAS A **FOOL** TO LEAP OVERBOARD--TO SACRIFICE **MYSELF**, SO THAT OTHER, **LESSER** BEINGS MIGHT LIVE.

THE SHIP WHICH WAS MINE IS **GONE** NOW--

BUT THERE WILL BE **OTHER** SHIPS--

--**OTHER** PREY FOR **MORBIUS**!

AND IN DUE COURSE, IT **CAME**, DIDN'T IT, MORBIUS--

--CAME ALONG TO **RESCUE** THE ONCE-HUMAN FLOTSAM WHICH EVEN THE **SHARKS** DID SHUN--?

MY STRENGTH--FAR **GREATER** THAN BEFORE--OR I'D HAVE **DROWNED** LONG SINCE.

ALSO, I FEEL SO **LIGHT** IN THE WATER--AS IF MY VERY **BONES** WERE HOLLOW.

BUT STILL-- I THIRST. I **THIRST!**

I THIRST!

A **THOUSAND TIMES** HAVE YOU RELIVED THIS NIGHTMARE, MORBIUS, IN THE COURSE OF A SINGLE **DAY**--

TIME ENOUGH FOR A **MORTAL SOUL** TO PASS THRU A **MILLION HELLS**--

--OR FOR A **SUN** TO SET!

FILTHY **HIPPIES!**

EVER SINCE **THEY** BLEW INTO TOWN, AN HONEST GUY CAN'T BUM A **NICKEL** IN THIS BURG.

THEY'RE TOO BUSY HITTIN' THE TOUCHES UP FOR A **QUARTER.**

MIGHT AS WELL DUCK IN THIS **ALLEY** AN' CATCH SOME SHUTEYE--!

HEY--LOOKIT THAT! SOMEBODY BUSTED A **DOOR** DOWN FOR ME.

DON'T LOOK A GIFT-HORSE IN THE **MUG,** CHARLIE-- JUST **MAKE** FOR IT.

NUH? LOOKS LIKE--A **STIFF.**

MEBBE I CAN **ROLL** 'IM, BEFORE--

WH--? HE'S **MOVIN'**-- HE'S **ALIVE**--!

NO! NO!

YES, MY FORTUITOUS FRIEND--

YES!

YE SSSS

FOR, THIS IS THE HOUR OF--

THE CURSE AND THE CURE!

PART THREE

IF EVER A GUY HAD *TWO TIGERS* BY THE TAIL....!

TRYING TO TRACK DOWN A REAL LIVE *VAMPIRE,* WITH MY ONLY ALLY-- *THE LIZARD!*

RIGHT NOW, LIZ'S *HUMAN* AND *INHUMAN* INSTINCTS SEEM TO BE WAGING SOME KIND OF INNER *TUG-OF-WAR!*

STILL, I *COULDN'T* LEAVE HIM BEHIND.

ONLY *DOC CONNORS* HAS THE KNOW-HOW TO EXTRACT THAT *ENZYME* FROM MORBIUS --AND USE IT TO *CURE* US BOTH!

BUT, WHAT IF THE SIDE WHICH TRIUMPHS IS--THE *LIZARD?*

WHAT *THEN,* WEB-SLINGER?

*IF PETER PARKER HAD ASKED THAT QUESTION **ALOUD,** HIS ANSWER WOULD HAVE BEEN MOCKING **ECHOES,** ROLLING THRU CANYONS OF STEEL--*

BUT, AS IT IS--

WHAT-- AM I DOING-- *HERE?*

HEY! WHAT THE DEVIL--?

--*HERE*-- CLINGING TO THE FORM OF MY MOST HATED *ENEMY?*

JUST *COOL* IT, DR. CONNORS, BEFORE WE *BOTH*--

CONNORS? WHAT HAS THE *LIZARD* TO DO WITH THAT *WEAK-LING?*

NOW I SEE! *HE* IS THE ONE WHO PUT ME *HERE*--GRASPING YOU LIKE A HELPLESS *CHILD.*

BUT I MUST BE FREE-- *FREEEEE!*

NO! DON'T--!

THE LIZARD'S *FREAKED OUT!*

HE'D RATHER *DIE*--THAN LET *ME* HELP HIM.

GOT TO ACT *FAST!*

THWIPP!

SPIDER-MAN! YOU--YOU *SAVED* ME!

BUT-- SAVED *WHICH ONE??*

I MUST HAVE BEEN-- *OUT OF MY MIND.*

IT'S THIS HIDEOUS REPTILIAN *BODY*-- FIGHTING FOR *CONTROL* OF ME.

BUT I'M *ALL RIGHT* NOW--THANKS TO *YOU.*

HE'S GOT *DOC CONNORS'* BRAIN AGAIN-- BUT FOR *HOW LONG?*

IT'S BEEN LIKE THIS *ALL DAY.*

SKULKING AROUND-- *HIDING* LIKE HUNTED FUGITIVES--

THAT'S WHY IT TOOK US TILL *DARK* TO GET TO *MANHATTAN.*

SURE YOU'RE OKAY, DOC?

YES--BUT EACH TIME, THE ATTACKS GROW STRONGER-- *STRONGER.*

THE NEXT TIME I MAY *TURN* ON YOU-- TRY TO *KILL* YOU!

LET'S--GET *GOING.* WE'VE GOT TO *FIND* THAT MYSTERY-MAN BEFORE IT'S *TOO LATE*--

--TOO LATE FOR *BOTH* OF US!

FOOTNOTE: LIFE IS *STRANGE* INDEED, FOR AT THAT VERY *SECOND...*

...TOO *LATE*... FOR *BOTH* OF US...

...SOMEONE *ELSE* IS THINKING THE SELFSAME THOUGHT AS CURT CONNORS...

...SOMEONE *DEAR* TO PETER PARKER...

OH, DON'T BE SO *MELO-DRAMATIC,* GWENDOLYN.

SO PETE *WAS* A BIT *RUDE* ON THE PHONE.

THAT DOESN'T MEAN...HE NO LONGER *LOVES* YOU.

EVERYBODY HAS A BAD DAY NOW AND THEN. THAT WAS *HIS.*

BUT THEN-- WHY HASN'T HE *CALLED BACK,* THESE PAST TWO DAYS?

AND, EITHER HE'S NOT AT HIS *APART-MENT*...OR ELSE HE'S JUST NOT ANSWERING WHEN *I* CALL.

I WONDER IF HIS *AUNT MAY*...

OF COURSE. THAT MUST BE IT.

WHEN PETE SAID HE'D BE OUT OF TOWN FOR A WHILE--

--HE MUST HAVE JUST MEANT HE'D BE VISITING MAY PARKER, IN QUEENS.

ONE PHONE CALL, GIRL-- AND YOU CAN TRADE IN YOUR CRYING TOWEL.

CAN YOU, GWEN STACY? CAN YOU??

PRI NG

I'LL GET IT, MRS. WATSON.

OH, HELLO, GWEN DEAR... IT'S SO NICE TO...

WHAT? WHY, NO ...HE'S NOT HERE.

BUT I'M CERTAIN HE WOULD HAVE TOLD ME IF HE WERE GOING AWAY.

IS THERE ANYTHING--?

NO,,,NOTHING'S WRONG, MRS. PARKER.

AND, I'M SURE YOU'RE RIGHT. IF PETE HAD TOLD ANY-ONE HE WAS LEAVING TOWN...

...IT WOULD HAVE BEEN... YOU.

...BETTER SHOW THIS TO JAMESON RIGHT AWAY.

SAY, JONAH, DID YOU--?

DON'T BOTHER ME WITH THAT NOW, ROBBIE.

IN CASE YOU DIDN'T KNOW IT, THE DAILY BUGLE'S IN TROUBLE.

BIG TROUBLE.

NOW SOMEBODY'S SPOTTED THE "LONG ISLAND PHANTOM" PROWLING AROUND NEAR THE DOCKS.

ADD THAT TO THE MURDERED DERELICT THEY FOUND-- THE BLOOD DRAINED FROM HIS BODY--

--AND IT'S BEEN ANYTHING BUT A SLOW NEWS-DAY.

IF YOU MEAN THAT RECENT *CIRCULATION DROP--*

I MEAN *THAT...*

PLUS THOSE HEFTY *PAY BOOSTS* I HAD TO GIVE OUT LAST MONTH TO STAVE OFF A *STRIKE...*

PLUS THE FACT THAT OUR BIGGEST *ADVERTISERS* SEEM TO BE SWITCHING TO *TV SPOTS.*

I'M *TELL-ING* YOU, MISTER-- IF SOME-THING DOESN'T HAPPEN *FAST--*

--THERE WON'T *BE* A DAILY BUGLE!

BUT NOW, WHILE YOU AND J. JONAH JAMESON PONDER THAT POSSIBILITY...

FREE!

...FUN CITY FACES CIRCUMSTANCES FAR MORE DEADLY...!

FREE AT LAST OF THE NUMBING *DOUBTS*--THE FLACCID *REMORSE* WHICH HAUNTS ME IN THE HEAT OF THE *DAY.*

THIS IS MY HOUR-- THAT TIME WHEN *DARKNESS* WRAPS THE CITY LIKE A SHROUD--

--WHEN EACH *SHADOW* CAN COME TO SUDDEN, SNARLING *LIFE--*

--AND WHEN *MORBIUS* CAN *FEAST!*

THAT'S A RIGHT PRETTY *SPEECH* YOU GOT THERE, MORB--

--BUT I'M AFRAID YOU JUST WENT ON A *DIET!*

YOU!

PLEASE-- NO NAMES.

AND I ASSUME THAT "YOU" WAS PLURAL.

UHHHNNN

GOT TO SUBDUE MORBIUS--GET THAT ENZYME--

--BEFORE THE LIZARD ACTS UP ON ME AGAIN.

THIS IS ONE TIME I'M LUCKY I'VE GOT THREE RIGHT FISTS.

RAH AH

BUT I'LL BE EVEN LUCKIER --IF I CAN GET RID OF 'EM!

BOK

AND YET, MY TROUBLES MAY BE NOTHING, BESIDE THE INNER TORMENT A VAMPIRE MIGHT FEEL. I WONDER IF--

HEY-- COME BACK HERE!

WE WANT TO HELP YOU-- AS MUCH AS OURSELVES.

MORBIUS NEEDS NOTHING-- WANTS NOTHING--

--SAVE HUMAN BLOOD-- AND LIFE.

HAH! NOW TO--

WHAT--?

YOUR WEBBING GOT HIM, SPIDER-MAN!

JUST CALL ME LITTLE SURE-SHOT.

NOW, LIKE I *SAID*, MORBIUS--

THE LIZARD AND I PLAN TO *HELP* YOU--

--WHETHER YOU *LIKE* IT OR *NOT!*

WHAM!

NO ANSWER. HE'S *OUT COLD.*

IT'S *BEST* THIS WAY. IT'LL BE EASIER TO *EXTRACT* THE ENZYME.

THAT'S *YOUR* DEPARTMENT, DOC.

I'LL JUST HOLD HIM *DOWN*--TO BE *SURE.*

BUT, HOW WILL YOU SEPARATE THE *ENZYME* FROM HIS *BLOOD?*

MAYBE--I WON'T *HAVE* TO.

JUST ADDING A BIT OF HIS *BLOOD*-- TO THE *SERUM* I PREPARED --MAY DO THE *TRICK.*

THERE!

AHH...THE BLOOD TURNED THE POTION *BLUE,* AS WE EXPECTED.

BUT-- STARTING TO FEEL *STRANGE* AGAIN--*DIZZY.*

I'D BETTER *INJECT* THE SERUM-- *FAST.*

OTHERWISE, YOU'LL HAVE BOTH MORBIUS *AND* THE LIZARD TO DEAL WITH.

IT'S *DONE.*

BUT NOW-- WILL IT *WORK,* OR--?

GOOD LORD!

I NEVER *DREAMED* IT COULD CHANGE ME--SO *QUICKLY.*

I'M-- COMPLETELY *HUMAN* AGAIN-- THANK *GOD!*

DON'T THINK I'M *GHOULISH,* DOC-- BUT I NOTICE YOUR EXTRA *ARM* HAS VANISHED, TOO.

'COURSE, THERE'S NO WAY TO BE SURE THE SAME THING WILL HAPPEN TO *MY* SURPLUS LIMBS--OR WHAT *SIDE-EFFECTS* THERE MIGHT BE--

BUT, THERE COMES A TIME WHEN YOU'VE GOTTA TAKE A *CHANCE*--AND THAT TIME IS--

NOW!

KAKK

I HAVE LAIN *SILENT*-- CONSERVING MY POWER-- *LONG ENOUGH.*

STOP! WHAT ARE YOU TRYING TO--?

WHAT IS IN THAT *VIAL*-- IS *MINE.*

MINE. DO YOU HEAR ME?

AND I MEAN TO *HAVE* IT!

SPIDER-MAN! HE--HE'S GOT THE *SERUM.*

IF HE *DESTROYS* IT--AND THEN *ESCAPES*--

--YOU MAY *NEVER* BE CURED!

DESTROY IT? YOU WHIMPER-ING *FOOL!*

I MEAN TO-- *DRINK* IT.

GOOD LORD! I JUST RECOGNIZED THAT MAN. HE'S-- MICHAEL MORBIUS!

HUH? THE NOBEL-PRIZE WINNER?

IT'S GOT TO BE HIM! BUT SOMETHING'S HAPPENED TO HIM-- SOMETHING HORRIBLE.

AND, I'M BETTING THAT-- UNLESS HE REPLACES THAT ENZYME WE TOOK, AND SOON--

HE'LL DIE!

SAY NO MORE, DOC. I'M ON MY WAY.

ADMIT IT, SPIDEY. UP TILL NOW, YOU'VE BEEN PULLING YOUR PUNCHES WITH MORBIUS--

AND NOW, MAYBE YOU KNOW WHY.

IT'S BECAUSE-- DEEP IN YOUR HEART OF HEARTS-- YOU IDENTIFY WITH HIM.

WHATEVER HE NOW IS, YOU MUST HAVE SENSED THAT HE ONCE WAS-- HUMAN.

AND YOU WONDER-- WHAT WOULD IT DO TO YOU, IF SUDDENLY YOU NEEDED HUMAN BLOOD-- JUST TO SURVIVE?

WOULD YOU DO THE SENSIBLE THING, AND TURN YOURSELF IN--?

--THROW YOURSELF ON THE TENDER MERCIES OF SOCIETY--?

OR WOULD YOU BECOME A MURDEROUS MAN-MONSTER-- JUST AS MORBIUS HAS?

FACE IT, FELLA. YOU DON'T KNOW.

AND YOU JUST PRAY THAT YOU NEVER FIND OUT.

BLAST THE LUCK!

JUST WHEN I WAS CLOSING IN ON HIM--HE'S GLIDING OUT OVER THE RIVER.

MORBIUS-- COME BACK! WE KNOW WHO YOU ARE NOW--

--AND WE WANT TO HELP YOU!

NOTHING! NOT EVEN A THREAT!

EXTRACTING THAT ENZYME-- MUST SOMEHOW HAVE UNHINGED HIS MIND.

THE LAST VESTIGE OF REASON WITHIN HIM --HAS DIED.

ONLY ONE LAST CHANCE--

THWIP!

IF THAT NUTTY SUB-CONSCIOUS OF MINE-- MAKES ME MISS--

NO! I'VE GOT HIM!

NOW TO REEL HIM IN, AND--

WH--? HE HAD MORE MOMENTUM THAN I THOUGHT.

HE'S PULLING ME--OFF THE LEDGE!

YOU WON'T CAPTURE ME --PUT ME ON DISPLAY, LIKE SOME SORT OF FREAK.

I WANT TO BE FREE-- --FREE TO LIVE--

DO YOU HEAR ME-- TO LIVE!!

HE'S LOSING ALTITUDE-- DIPPING TOWARD THE WATER.

I SHOULD BE ABLE TO OVERPOWER HIM THERE.

JUST A LITTLE FARTHER-- JUST--

OH NO! NO!

I WAS LOOKING DOWN, DIDN'T SEE --THAT BRIDGE!

WHOOM!

AND-- THE WEBBING BROKE!

ONLY THE MEREST INSTANT DOES THE SICKENING FALL TAKE--

THE BRIEFEST MOMENT--

YET, IN THAT SPLIT-SECOND, WHICH HAD TWO DESTINIES, WHICH HAD BECOME CROSSED, INTER-TWINED--

HWAK!

SPLOOSH!

--ARE WRENCHED SUDDENLY, VIOLENTLY APART!

WHEW!-- LANDING ON THIS GARBAGE SCOW--REALLY TOOK IT OUT OF ME.

CAN'T--MOVE. GOTTA--CATCH MY BREATH-- FOR A MINUTE.

BUT--MORBIUS OUGHTTA BE--OKAY. WITH BONES AS LIGHT AS HIS--HE--

OH NO! NO!! HE'S-- GOING DOWN OUT THERE-- DOWN LIKE A ROCK.

MUST BE CAUGHT-- IN SOME KIND OF UNDER-TOW!

JUST ENOUGH WEB-FLUID LEFT--FOR ONE FAST SHOT.

GOT TO MAKE IT COUNT, OR ELSE--

THWIPPP

I-- MISSED HIM!

BUT, THE WEBBING STUCK TO-- THE SERUM!

HE'S--GONE.

THINGS: SOMEHOW, WE ALWAYS MANAGE-- TO HOLD ON TO THINGS--

WHILE MEN SINK, DOOMED, AROUND US--!

AND SOON, ON AN ADJACENT ROOFTOP...

I LET HIM DIE, DOC. I COULD'VE SAVED HIM... AND I LET HIM DIE.

MAYBE... I DIDN'T REALLY CARE ABOUT MORBIUS AT ALL... JUST ABOUT OUR PRECIOUS SERUM.

DON'T TALK CRAZY, SPIDER-MAN.

NOW RELAX, WHILE I-- THERE.

IN A MINUTE, WE'LL KNOW IF YOUR MALADY IS SIMILAR ENOUGH TO MINE FOR THE SERUM TO--

WELL-- ONE THING'S --FOR SURE--

SOME-THING'S HAPPENING TO ME-- SOMETHING THAT--

NO!

HANDS! HANDS!

BACK! STAY BACK!!

CAN'T TAKE IT ANY MORE-- GOT TO--

GONE! DOC-- THEY'RE GONE!

ALL FOUR EXTRA ARMS--VANISHED, JUST LIKE THAT!

YOU'RE-- A VERY LUCKY FELLA.

YEAH... LUCKY...

MAYBE THERE'S A MONSTER LOCKED INSIDE EACH OF US, DOC--JUST WAITING TO BE UNCHAINED--

--WAITING TO DESTROY US!

BUT THAT POOR DEVIL, SWEPT OUT TO SEA--AND YOU, WITH THE CURSE THAT TURNS YOU INTO THE LIZARD--

I GUESS MY PROBLEMS ARE PRETTY SMALL-- COMPARED TO SOME.

IF SO, THEN YOU FACED YOUR MONSTER TONIGHT --AND YOU DEFEATED HIM.

BUT MORBIUS COULDN'T FACE HIS-- AND IT KILLED HIM.

AND MAYBE-- JUST MAYBE--

--THAT'S WHAT HE REALLY WANTED--ALL THE TIME--!

-FINIS-?

SPIDER-MAN

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the AMAZING SPIDER-MAN™

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ALL NEW --AND ALL GREAT!!

GUEST-STARRING: KA-ZAR and ZABU THE SABRE-TOOTH!

GOG! HE WHO WALKS THE SAVAGE LAND!

THE AMAZING SPIDER-MAN!™

ONE OF THE MOST OFFBEAT SPIDEY SHOCKERS OF ALL!

"WALK THE SAVAGE LAND!"

AND, IF YOU THINK OUR SPLASH PAGE IS OUTASITE --WAIT'LL YOU GET A LOAD OF OUR STORY--

STAN LEE, EDITOR * ROY THOMAS, WRITER * GIL KANE, ARTIST * FRANK GIACOIA, INKER / ARTIE SIMEK, LETTERER

6 12

--WHICH BEGINS LIKE--NOW!

OH WOW! THERE'S A SIGHT I NEVER SAW IN DUBUQUE!

WHUMPF!

THAT SPIDER-MAN STUD-- LEANIN' HARD ON SOME PROTECTION HEAVIES.

IF THAT GUY THINKS I'M A TOURIST ATTRACTION THIS WAY...

ON SECOND THOUGHT, MAYBE IT'S JUST AS WELL HE DIDN'T.

I'VE GOT ENOUGH PROBLEMS JUST FIGURING HOW TO EXPLAIN TO GWENDY WHY I'VE BEEN AWOL THE PAST FEW DAYS.

...HE SHOULD'VE SEEN ME LAST NIGHT, WHEN I HAD ENOUGH ARMS TO START MY OWN BASKETBALL TEAM.

WRACKED MY BRAINS ALL DAY, AND STILL CAN'T THINK OF AN ANGLE. I--

UH OH! NO REST FOR THE WEARY.

THOUGHT I SNAGGED ALL THE HOODS IN THAT LAST HAUL--BUT THERE'S A COUPLE I DIDN'T SEE.

PARDON MY PALM, FELLAS...

SWAT!

BUT, IF I USED MY FIST ON YOU, THEY COULD WRITE YOU OFF AS A PAIR OF BASKET CASES.

"PARDON MY PALM"? EVEN THE *FUNNYBOOK* SUPER-HEROES GAVE UP *THAT* LINE AGES AGO.

I'M NOT *CONCENTRATING.* MAYBE I'D BETTER LEAVE THE DERRING-DO TO THE *BOYS IN BLUE* FOR TONIGHT...

'COURSE, I *COULD* JUST TELL HER THAT I GREW *FOUR EXTRA ARMS,* AND HAD TO *BLOW TOWN* FOR A COUPLE OF DAYS.

...AND GO BACK TO FIGURING OUT A WAY TO MAKE UP WITH MY *GIRL.*

NAW. LEVEL-HEADED CHICK LIKE MY GWENDOLYN WOULD *NEVER* FALL FOR A FAIRY-TALE LIKE *THAT...*

...JUST BECAUSE IT HAPPENS TO BE *TRUE.*

HUH? NOW WHAT'S THAT *LIGHT* DOING ON IN *J. JONAH JAMESON'S* OFFICE AT THIS TIME OF NIGHT?

MUST BE SOMETHING REALLY *BIG,* TO--

COOL IT, SPIDEY. YOU WERE WORKING UP THE NERVE TO CALL *GWENDY,* REMEMBER?

DON'T GO MESSIN' WITH THINGS THAT DON'T *CONCERN* YOU!

ALL RIGHT, BOSS-- WHAT'S THE *STORY?*

WE *KNOW* YOU DIDN'T CALL THIS CONFAB JUST SO WE COULD RUN UP THE BUGLE'S *LIGHT-BILL.*

...THERE MAY NOT *BE* A DAILY BUGLE!

THAT SOUNDS LIKE AS GOOD A REASON AS *ANY,* BOYS.

ESPECIALLY SINCE, *ONE* OF THESE FIRST SWEET DAYS...

WHAT? YOU CAN'T BE SERIOUS, MR. JAMESON.

I CAN BE...AND I AM. DON'T YOU CLOWNS READ OUR OWN PAPER?

COSTS ARE UP...AD REVENUE IS DOWN... EVEN CIRCULATION'S TAKEN A DIP THIS PAST YEAR.

THERE'S A HUNDRED REASONS... MAYBE MORE...

BUT THERE'S THE BIG ONE!

THE IDIOT BOX...THE BOOB TUBE...

TELEVISION!

...OH, COME NOW, MR. CALKIN...

REALLY... A DINOSAUR!?

YOU MAY BE RIGHT, JJ--

BUT STILL, I--

HOLD IT, SAM. THAT GUY TALKIN' TO CAVETT-- I WANNA--

OH, HIM! LAST NIGHT HE WAS ON WITH CARSON.

...NOT A DINOSAUR, DICK... BUT SOMETHING FAR MORE MONSTROUS...BUT NO ONE WILL BELIEVE ME...!

DON'T WASTE YOUR TIME WATCHING THAT GUY, BOSS. HE'S JUST SOME NUT WHO--

CHARLIE... CLAM UP.

MAYBE IF YOU TOLD OUR VIEWERS THE WHOLE STORY...?

THAT'S... WHAT I'M HERE FOR, DICK.

IT HAPPENED IN ANTARCTICA, JUST A FEW WEEKS AGO...

I WAS ACTING AS GUIDE TO TWO SCIENTISTS ON A GEOPHYSICAL SURVEY, ON THE FRINGES OF AN UNEXPLORED REGION...

...WHEN, ONE NIGHT, THIS COLOSSAL THING ATTACKED OUR CAMP...DESTROYED IT...THEN FLED BACK INTO THE DARK, ICY WASTES.

THE OTHER TWO MEN ARE STILL IN A COMA...BUT I GUESS I GOT LUCKY.

HERE. I'M NO ARTIST, BUT I'VE DONE A SKETCH OF THE MONSTER...!

JJ-- SHOULDN'T WE--?

I SAID CLAM UP.

WOULD YA LOOK AT THAT!?

HE LOOKED ...MORE OR LESS LIKE *THIS.*

COMPARATIVE SIZE OF MONSTER AND HUMAN BEING

THAT'S IT! *THAT'S IT!*

THAT BABY MUST'VE COME FROM *KA-ZAR'S HIDDEN JUNGLE--*

--AND HE'S GONNA PUT THIS RAG RIGHT BACK IN THE *BLACK!*

GREAT IDEA, CHIEF. WE'LL DO OUR *OWN* INTERVIEW WITH THIS CALKIN GUY, AND--

SHOVE YOUR INTERVIEW, MISTER!

I'M TALKING ABOUT A WHOLE *SERIES* OF ARTICLES-- WITH *PHOTOS--*

--SENT BACK FROM SMACK-DAB IN THE *MIDDLE* OF KA-ZAR'S PREHISTORIC PLAYPEN!

WHAT? BUT, THE *DANGER* --THAT *MONSTER,* IF IT'S REAL--!

THERE'S YOUR MONSTER, BOYS-- *THERE'S* YOUR ENEMY. *NOT* SOME BIG PALOOKA WITH A SCALY TAIL --BUT A PLAIN WOODEN *BOX* WITH A 21-INCH *SCREEN.*

IT DOES MOST OF THE THINGS NEWSPAPERS *USED* TO DO-- AND IT DOES 'EM *FASTER.*

THAT'S THE ONLY MONSTER *WE'VE* GOT TO LICK.

AND, BY GODFREY, WE'RE *GONNA* LICK IT!

WE'LL GIVE THE PUBLIC SOMETHING THEY *CAN'T* GLANCE AT IN BETWEEN *DOG-FOOD COMMERCIALS.*

AN *IN-DEPTH* LOOK AT THE SO-CALLED *SAVAGE LAND--* AND THE *REAL LOWDOWN* ON WHATEVER IT WAS THAT CAME CRAWLING *OUT* OF THERE.

THEY'RE *GOOD* MEN, JONAH. YOU SHOULDN'T BE SO *HARD* ON THEM.

FORGET *THEM.*

IT'S *CALKIN* I WANT-- AND *PARKER!*

ALL OF YOU-- *CLEAR OUT--* ALL BUT *ROBBIE.*

HE'S THE ONLY ONE I NEED-- THE ONLY ONE I CAN *DEPEND* ON.

PARKER? PETER PARKER?
WHO ELSE? THAT PUNK KID TAKES PHOTOS LIKE NOBODY ELSE WE'VE GOT!
AGREED. BUT, FROM THE LITTLE I'VE HEARD ABOUT KA-ZAR'S JUNGLE --
--IT'S NO PLACE FOR A GUY PETE'S AGE.
I WON'T LET YOU EXPOSE HIM TO THAT DANGER.
YOU WON'T LET!?
NOW YOU LISTEN TO ME, FELLA--
THIS IS NO PLEASURE JAUNT I'M PLANNING HERE. I'M FIGHTING FOR MY LIFE--MY PAPER'S LIFE.
I'M MAKING THAT TRIP MYSELF-- AND PARKER'S GOING WITH ME!
EITHER YOU CALL HIM-- OR GO PICK UP YOUR SEVERANCE PAY, AND I'LL DO IT.
THINK IT, OVER, MISTER.

THE NEXT MORNING ARISES WET AND CHURLISH...BUT FOR SOME, AT LEAST, THE SUN IS DEFINITELY SHINING...
I'M SO GLAD YOU FINALLY CALLED ME, PETE.
I WAS REALLY BECOMING PARANOID ABOUT YOUR LITTLE VANISHING ACT.
I WISH I COULD TELL YOU WHERE I WAS, GWENDY-- BUT I JUST CAN'T.
HOW DO I EXPLAIN I WAS HIDING OUT WITH TWO EXTRA PAIRS OF ARMS--
--WITHOUT BLOWING THE WHOLE SECRET-IDENTITY BIT?

ALL RIGHT, PETE-- I'LL TRY NOT TO PRY.
I'VE GOT YOU ALL TO MYSELF NOW, AND THAT'S ALL THAT--
RRING
NOW WHO COULD THAT BE?
IT'S FOR YOU, MR. ROBERTSON, FROM THE BUGLE.
JAMESON PROBABLY WANTS ME TO COVER HIS MOTHER'S HANGING.
TELL ROBBIE I'M IN A LEPER COLONY. TELL 'IM--
OH, LET ME HAVE IT...

H'LO, PETE. GOT A-- PROPOSITION FOR YOU.
TALK, MAN. KEEP TELLING YOURSELF THAT IF IT WASN'T YOU CALLING PETE, IT'D BE JONAH--
--THAT AT LEAST YOU PLAN TO GIVE IT TO PETE STRAIGHT SO HE CAN MAKE UP HIS OWN MIND.
AND, KEEP HOPING THAT'S THE ONLY REASON YOU DIDN'T TELL JONAH TO GO FLY A KITE.

WHAT.? NO, I *WASN'T* WATCHING TV LAST NIGHT. BUT--

ANTARCTICA? A LOST *JUNGLE?* ALL THIS--AND A *CASH BONUS* BESIDES?

NEVER *MIND* THE DANGERS, MR. ROBERTSON.

TELL YOUR PENNY-PINCHING BOSS HE'S *FOUND* HIS SHUTTERBUG!

HEAR *THAT,* HONEY? I LEAVE IN A COUPLE OF *DAYS.* THIS COULD BE MY *BIG BREAK--*

YES, *MISTER* PARKER-- I *DID* HEAR--AND I DON'T *LIKE* IT ONE BIT!

H-HOW *COULD* YOU SAY YES--*NOW,* OF ALL TIMES? I--I--

DON'T CRY, GWENDY. IT MEANS *MONEY--* MONEY WE COULD USE TO GET *MAR--*

S'NO USE, GUY.

BUILD ANY WALL OF LOGIC YOU *WANT*--THAT LITTLE GIRL'S TEARS WILL *MELT* IT.

PETE-- WH-WHERE ARE YOU *DRAGGING* ME?

YOU'LL SEE, LADY.

BELIEVE ME-- YOU'LL *SEE.*

...YOUNG *PARKER'S* OUTSIDE... CLAIMS HE'S GOT TO *SEE* YOU RIGHT AWAY.

JONAH-- YOU'VE HARDLY SAID A *WORD* ALL DAY.

IF IT'S THAT *FLARE-UP* WE HAD--IF YOU'D RATHER I *RESIGN--*

BITE YOUR *TONGUE,* MAN. I'VE ALREADY PUT YOU DOWN FOR A *RAISE.*

NO, IT'S--THIS *MONSTER-HUNT* THE BUGLE'S SPONSORING.

SOMETHING'S *MISSING--* SOMETHING I CAN'T QUITE PUT MY *FINGER* ON.

OH WELL--MAYBE IT'LL *COME* TO ME.

THERE'S--SOMETHING I'VE GOT TO *SAY,* MR. JAMESON--

--AND I WANTED *GWEN* TO HEAR IT.

SO *SAY,* ALREADY. I'VE GOT TOO MANY THINGS ON MY *MIND* TO--

I'VE *GOT* IT. BY GEORGE, *I'VE GOT IT!*

YOU'RE THE MISSING INGREDIENT I'VE BEEN WRACKING MY BRAIN FOR!

YES, I MEAN *YOU--*

--GWEN STACY!

I--I DON'T KNOW WHAT YOU'RE *TALK-ING* ABOUT, MR. JAMESON.

WELL, I *DO*--AND I'M *WARNING* YOU, JONAH--

SAVE IT, ROBBIE. I'M GONNA *LEVEL* WITH THESE KIDS.

THEN, IT'S UP TO *THEM.*

THUS, MINUTES LATER...

SOUNDS GREAT TO *ME*, SIR-- BUT FOR *GWEN*--I DON'T *KNOW*--

WHY, *PETER PARKER*--

WHAT A *MALE CHAUVIN-IST PIG* THING TO SAY!

YOU *TELL* 'IM, YOUNG LADY.

A GIRL LIKE YOU IS JUST WHAT MY EXPEDITION *NEEDS.*

GOTTA THINK OF THE *WOMEN'S ANGLE.* THEY BUY PAPERS *TOO,* Y'KNOW.

BESIDES, A PRETTY FACE NEVER SCARED GENTS *AWAY* FROM THE NEWSSTAND.

IT'S--ALL VERY *TEMPTING.*

I COULD USE THE MONEY *TOO,* AND--

THEN SAY *YES.*

CALKIN'S ON HIS WAY HERE *RIGHT NOW.*

I'VE GOT TO *KNOW.*

MR. JAMESON --PLEASE-- WE CAN'T RUSH *INTO* THIS.

GIVE THEM TIME TO *THINK,* JONAH.

THINK? THERE'S NO *TIME* FOR THAT.

DID *ALEXANDER THE GREAT* HAVE TIME TO THINK? DID *LUCKY LINDY?*

WELL, GWEN-- WADDA YOU *SAY?*

I SAY-- *A-OK,* MR. J.!

THE NEXT 48 HOURS ARE FRANTIC ONES...

C'MON, WOMAN.

WE'VE JUST GOT TIME TO LISTEN TO "JESUS CHRIST, SUPERSTAR"!/

DON'T TELL ME YOU HAVEN'T GOT 'EM IN STOCK. GET 'EM!

I WANT A PITH HELMET...SAFARI JACKET...THE WORKS...

...AND I WANT IT TODAY!

HMMM...THE WAY EXPENSES ARE MOUNTING UP, THIS LITTLE FORAY HAD BETTER PAY OFF...

...OR ELSE NEW YORK'LL SOON BE GETTING ALL ITS NEWS OFF MEN'S-ROOM WALLS!

THE PLANE TRIP SOUTH TO RIO IS FAST AND SMOOTH...

THE VOYAGE BY BOAT FROM THERE IS...

...WELL...

BLAST YOU, PARKER!

WADDA YOU MEAN, YOU LEFT MY SEASICK PILLS IN YOUR OTHER PANTS?

BUT EVENTUALLY, GOOD AND BAD ALIKE MUST END...

...AND GIVE WAY BEFORE THE VAST UNKNOWN!

PENGUIN BASE ONE DEAD AHEAD, MR. JAMESON.

ENJOY ITS FRESH-FROZEN BRAND OF HOSPITALITY WHILE YOU CAN.

NEXT STOP AFTER THAT IS...

--THE SAVAGE LAND!

WELCOME! WELCOME. THE BRASS RADIOED US YOU'D BE COMING THRU HERE ON YOUR WILD-GOOSE CHASE.

AND ORDERED YOU TO HUMOR US, HUH? WELL, THAT'S OKAY BY ME.

NOW, IF YOU'VE GOT A MAP OF THIS OPEN-AIR ICEBOX--!

...AFTER DECIMATING OUR CAMP, THE CREATURE STALKED OFF IN THIS DIRECTION, SO...

TELL ME, MR. JAMESON...HASN'T IT OCCURRED TO YOU THAT I MIGHT BE A FRAUD...OR JUST PLAIN LOONEY?

CALKIN, I'VE GOT A MULTI-MILLION-DOLLAR BUSINESS AT STAKE IN THIS LITTLE VENTURE.

AT THIS STAGE I CAN'T AFFORD EVEN TO CONSIDER THAT POSSIBILITY.

THANKS FOR THAT, MY FRIEND.

'CAUSE THAT DEVIL WAS REAL, ALL RIGHT--

AND I ONLY HOPE THE MOMENT NEVER COMES--WHEN WE WISH IT HADN'T BEEN.

A FINAL RE-FUELING--A TIGHTENING OF BREATHS--

THEN, THE LAST LIFTOFF FROM THE LAST OUTPOST OF CIVILIZATION--

--IN A LAND WHOSE STARK BEAUTY BEGGARS DESCRIPTION--

--A LAND WHERE WHITE, NOT BLACK, IS THE COLOR OF DEATH!

HOURS PASS... THE HELICOPTER REACHES THE **LIMITS** OF ITS FUEL, ITS **POINT-OF-NO-RETURN...**

AND THEN, WHITE **UPON** WHITE:

A GLEAMING IVORY WALL OF **MIST,** SUDDENLY LOOMING BEFORE THE HUMMING 'COPTER LIKE A MILKY SHROUD...

IS IT ONLY A WHIPLASH **WIND,** A FREAKISH **UPDRAFT,** WHICH MAKES THE CRAFT **SHUDDER** MOMENTARILY BEFORE PLUNGING INTO THAT MIST...

OR IS IT...SOMETHING **MORE...?**

I CAN'T SEE A **THING** UP AHEAD.

MR. CALKIN--WHAT'S **WRONG??**

SPEAK UP, MAN--YOU'RE PALE AS A **SHEET!**

THAT--**HIDDEN JUNGLE** WE'RE LOOKING FOR, MR. JAMESON--

--I THINK WE'RE **THERE!**

SKRAAK

WHAT DEEP-THRUST **MEMORIES** ARE AWAKENED BY THAT SWOOPING **PTEROSAUR,** CAREENING AWAY FROM THE BUZZ-ING STEEL GNAT WHICH HAS STARTLED IT?

FOR **CALKIN:** THE MEMORY OF A RAZED **CAMP,** TWO COMRADES ALL BUT **DISMEMBERED...**

FOR **JAMESON:** THE DAY HE FIRST FACED KA-ZAR'S SNARLING **SABRE-TOOTH...**

BUT THE YOUNG, **BEING** YOUNG, HAVE **FEWER** MEMORIES...SO PETE AND GWEN CAN MERELY **REACT,** AND THEN **ACCEPT...**

...**A**S IF THERE WERE, PERHAPS, SOME SUBTLE COSMIC **AFFINITY** BETWEEN THE VERY **YOUNG...** AND THE AWESOMELY, INESTIMABLY **ANCIENT...!**

WAIT *HERE*, GWENDY. I'LL--

HOLY COW--WE'RE IN THE MIDDLE OF *ANTARCTICA*-- AND IT'S LIKE A *HOTHOUSE* OUT HERE!

QUIET, BOY. THIS IS A MOMENT FOR WORDS OF MORE *SUBSTANCE*.

SUCH AS--"THAT'S ONE SMALL DROP FOR A *MAN*--

"--AND ONE *GIANT* DROP FOR--"

ER-- *FORGET* IT.

TIME TO *TAKE CARE OF BUSINESS*, AS THEY SAY.

GET INTO YOUR *OUTFIT*, YOUNG LADY.

OUTFIT? WHAT--?

I SAVED THAT FOR A *SURPRISE*, PETE.

BE RIGHT *BACK*.

HMMM...SHE'S TAKING A *LONG TIME* IN THAT UNDERBRUSH.

PETE, MAYBE *YOU'D* BETTER GO OVER THERE AND SEE THAT SHE'S--

WAIT A MINUTE. *HERE* SHE COMES.

YOU BETTER *BELIEVE* IT!

WELL? HOW DO I *LOOK*?

...*MR. J.* THOUGHT IT'D BE GREAT TO TRANSMIT BACK A FEW *PICS RIGHT AWAY*.

WILD! BUT, IF AND WHEN WE FIND THAT *KING KONG* TYPE--

--I WANT YOU BACK IN THE *'COPTER*, WHERE YOU'LL BE *SAFER*.

PETE--WILL YOU *STOP* TRYING TO *PROTECT* ME?

WHEN *THAT* DAY COMES HONEY, YOU CAN *BURY* M--

PARKER! THAT'S *ENOUGH* SHOTS OF THE GIRL FOR NOW.

OVER HERE-- *FAST*!

NOW WHAT?

MUST'VE FOUND A *BUFFALO NICKEL*--!

PETE--I'M NOT IN ANY POSITION TO DO AN *I-TOLD-YOU-SO,* BUT--

YEAH-- I *KNOW*--

THAT'S *DEFINITELY* NO BUFFALO NICKEL!

PART TWO:

GOG!

MY ONLY QUESTION IS-- *WHAT THE DEVIL IS IT??*

NEVER *MIND* THAT. JUST START EARNING YOUR *PAY.*

IT'S JUST SOME KIND OF OVERGROWN *IDOL*-- AND I WANT SOME SHOTS OF *GWEN* IN FRONT OF IT.

AND BEFORE YOU START *ASKING*--

NO, THIS THING *DOESN'T* LOOK ANYTHING LIKE THE MONSTER *WE'RE* SEARCHING FOR.

FACT IS, *MY* BOY WOULD EAT THIS LOUNGE-LIZARD *ALIVE!*

I'VE BEEN *THINKING*, SIR--WHY TRACK DOWN A MAN-KILLER LIKE MR. CALKIN'S *MONSTER*?

WOULDN'T A SERIES ON THIS *HIDDEN JUNGLE* ITSELF BE JUST AS *GOOD*?

IT'S BEEN *DONE*, SON.*

ANYBODY HERE RECALL THE NAME OF THE *SECOND* GUY TO FLY THE ATLANTIC?

BESIDES, WE HOPE TO PHOTOGRAPH THE BEHEMOTH WITHOUT ITS *SEEING* US.

THAT WILL STILL CLEAR *MY* NAME--AND SELL *YOUR* NEWSPAPERS.

*LIVE MAGAZINE, IN THE FIRST LANDMARK ISSUE OF *ASTONISHING TALES*.--STAN.

YOU JUST SAID THE *MAGIC WORD*, MISTER.

SAY, I'LL BET MY OLD PAL *KA-ZAR* BUILT THIS THING--*GONG* AND ALL. I'LL JUST--

BONG

MR. JAMESON--*STOP!*

WE DON'T KNOW FOR *CERTAIN* THAT--

DON'T BE *DENSE*, MAN. OF *COURSE* KA-ZAR BUILT IT. WHO *ELSE* COULD--?

UH OH.

PETER--*LOOK!*

SILENT. THE SAVAGES STALK NEARER... *THEN*...

NOTAR! KADDA GOG! *NOTAR!*

MUST'VE SEEN *GUNS* LIKE MINE BEFORE. THEY'VE *HALTED*.

NO--IT'S NOT YOUR *RIFLE* THEY'RE POINTING AT--

--BUT THE *LIZARD-IDOL* ITSELF!

IT *REPRESENTS* SOMETHING TO THEM--AND THEY'RE NOT SURE THEY SHOULD COME ANY *CLOSER.*

WELL--IT SURE DOESN'T LOOK LIKE *KA-ZAR!*

BUT, IF THAT *JUNGLE MAN* DIDN'T BUILD IT--THEN *WHO DID?*

NO TIME TO WORRY ABOUT THAT *NOW!*

THEY SEEM TO HAVE MADE UP THEIR *MINDS.*

THEY'RE SLOWLY EDGING CLOSER... *CLOSER...*

GET OUT YOUR *PISTOL,* LAD.

WE'LL TAKE A LOT OF 'EM *WITH* US.

I CAN DO A WHOLE LOT *BETTER* IF I USE MY *SPIDER POWERS*--AND THAT'S JUST WHAT I'M GONNA *DO.*

ONLY THING IS--I'M NOT EXACTLY *SPEAR-PROOF.*

UH OH! LOOKS LIKE THEY'RE GONNA CHARGE--

--NOW!

*THEN, SUDDENLY, AS TRIGGER-FINGERS **TIGHTEN**... AND PETER PARKER'S FISTS **CLENCH**...*

THEY'VE *STOPPED!* THEY'RE GAZING IN *TERROR* AT SOMETHING BEYOND THE IDOL--BUT *WHAT--?*

OH NO! NO!

GOOD LORD!!

ZODAN! BROD WOMTÁ *GOG!* *GOG!*

AND NOW, A VISION TO FREEZE THE **BLOOD**, AND TURN THE KNEES TO LIMPID JELLY...A ROAR THAT IS **NOT** A ROAR, BUT A THUNDEROUS **CRY**...AN INHUMAN OUTPOURING OF **RAGE** AND **HATRED** IN A TONGUE NO HUMAN EAR COULD E'ER **DECIPHER**...OR LONG **ENDURE**....!

MOUTHS OPEN TO **SCREAM**...TO GIVE VOICE, **ANY** VOICE, TO THE FEAR THAT CLAWS FROM WITHIN... YET NO **WORDS** WILL THOSE TREMBLING LIPS FORM, UNTIL...

PETE-- THAT HAND-- *THAT HAND!*

IT'S-- *REACHING,* GWEN--

REACHING FOR YOU!

EEEEEEEEEEEE

BLAM

BDAM! *BDAM*

DON'T *SHOOT!* HE'S GOT *GWEN.*

WHATEVER YOU DO-- *DON'T SHOOT!!*

OUR *SHOTS*-- BOUNCING OFF THAT THING'S HIDE LIKE *RAIN-DROPS--!*

LET *GO* OF HER, BLAST YOU!

BUT THEN, *WHAT* CAN WE--

HEY! WHERE THE *DEVIL* ARE YOU--?

HE'S GOT OUR *GAS BOMBS!* HE'S GONNA TRY GETTING *CLOSE* TO THAT BEAST-- TO *GAS* HIM!

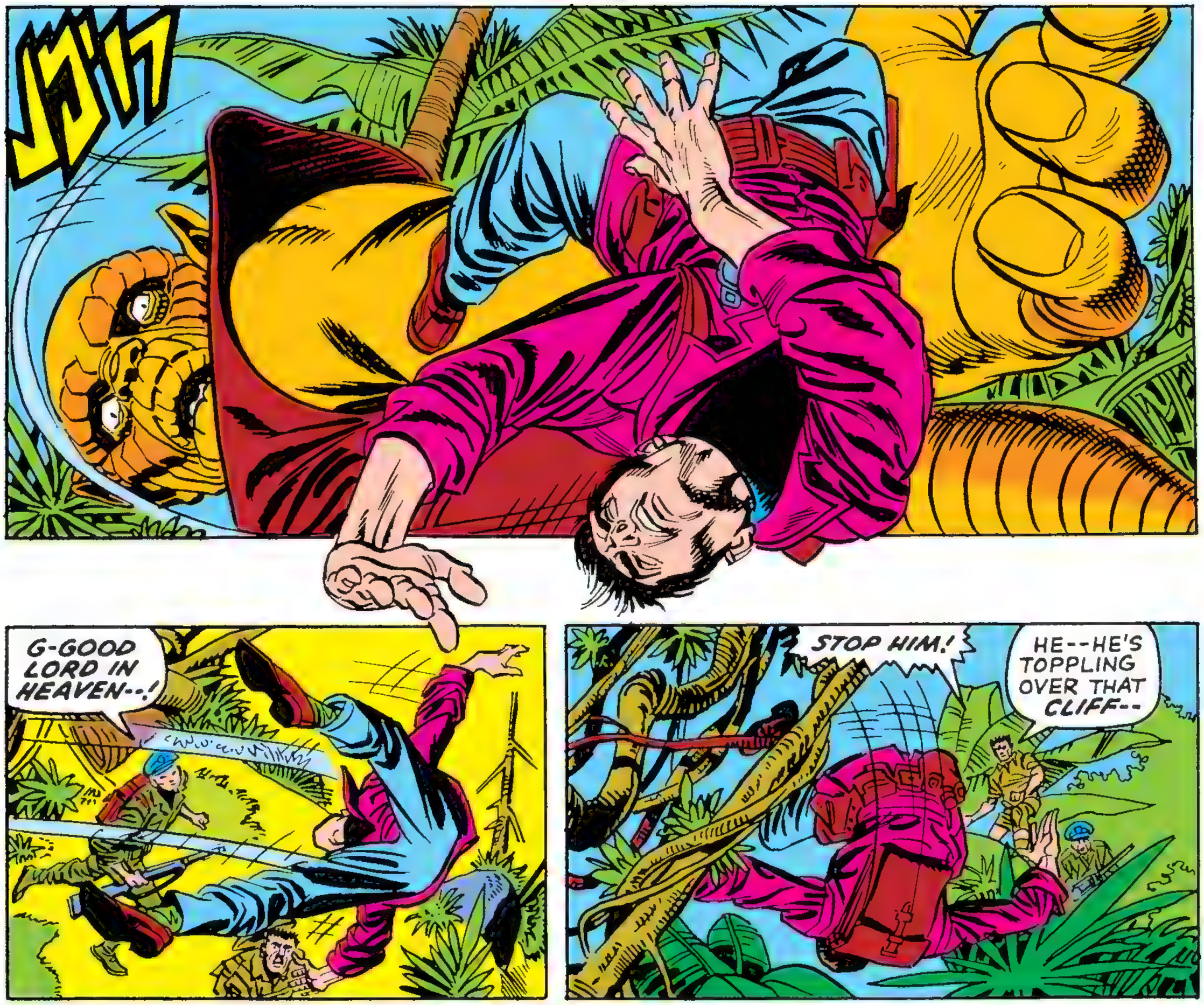
LIKE *BLAZES* I AM! ALL I WANT IS--A *SMOKE SCREEN.*

I WON'T TOSS THEM *CLOSE* ENOUGH TO TAKE A CHANCE OF HARMING *GWEN--*

LET-- *HER--* *GO!*

--JUST TO *CON-FUSE* THAT MONSTER--TILL I CAN TAKE A *FLYING LEAP* AT IT!

ANOTHER FEW *FEET,* AND--


G-GOOD LORD IN HEAVEN--!
STOP HIM!
HE--HE'S TOPPLING OVER THAT CLIFF--
--AND INTO THE RIVER BELOW!
THE MONSTER'S GONE! THEN--WE'VE GOT TO GET DOWN-- FIND THE BOY--
NO! HE'D WANT US--TO GO AFTER GWEN.
AND MAYBE-- MAYBE I WASN'T EVER MUCH OF A BOSS--
--BUT MAYBE, WITH YOUR HELP, I CAN MAKE IT-- AS AN AVENGER.
LET'S... GO...!
AH, BUT IF YOU HAD WAITED A FEW MOMENTS MORE, JONAH... IF YOU HAD BUT SEEN...
A... GNAT...!
I WAS BRACED FOR THAT BLOW. I WAS READY FOR IT.
AND HE SWATTED ME ASIDE-- LIKE I WAS A GNAT!
18

WHAT'S MORE--THAT THING WAS WEARING --CLOTHES.

IT'S SOME SORT OF INTELLIGENT BEING--BUT IT'S GOT GWEN--SO WHATEVER IT IS--WHEREVER IT CAME FROM--

--I'M GONNA FIND IT--AND MAKE IT PAY!

GOOD THING I PLAYED A HUNCH--WORE MY COSTUME UNDER THESE THREADS.

OF COURSE, ONCE SPIDEY'S SEEN WINGIN' IT DOWN HERE--IT'S BYE-BYE SECRET IDENTITY.

BUT GWEN'S LIFE MAY BE AT STAKE--

--SO THE DEVIL WITH IT!

JUST THEN, FROM ASTONISHINGLY FAR-OFF, PETE HEARS...

EEEEEEEE

YOU MAY CEASE THOSE INCOHERENT GRUNTINGS, GOG--AND YOU, YOUNG LADY, YOUR SCREAMS.

BOTH THE SAVAGES--AND THE INTRUDERS--HAVE BEEN LEFT FAR BEHIND.

YOUR FRIEND IS HERE NOW, GOG--

--YOUR FRIEND--

--KRAVEN THE HUNTER!

Y-YOU!

BUT-- WHAT ARE YOU DOING *HERE*--IN THIS *PLACE?*

AND, WHY DID THIS MONSTER BRING *ME* HERE--BUT NOT *PETE* --NOT THE *OTHERS?*

BECAUSE YOU ARE FAR MORE *APPEALING* THAN THEY, MISS STACY--OR MAY I CALL YOU *GWEN?*

WITH *GOG'S* HELP, I'M CARVING OUT A *KINGDOM* DOWN HERE.

AND WHAT GOOD A *KING-DOM*--

--WITHOUT A *QUEEN*--?

AND NOW, WHILE THE FULL IMPACT OF THAT LITTLE BON MOT SINKS IN...

THEN, THAT'S WHERE WE'RE *GOING.*

THE TRACKS LEAD *THAT* WAY, MR. JAMESON.

COME ON!

CAREFUL, SIR. *ANYTHING* MIGHT LIE WAITING IN THERE.

THERE'S A *STORY* THIS WAY, CALKIN-- A STORY, AND A HELPLESS *GIRL.*

NOTHING'S GONNA STOP ME FROM FINDING *BOTH* OF THEM.

AND I MEAN *NOTH--*

--ING--!

TH-THEN AGAIN--M-MAYBE THE MONSTER DOUBLED BACK *TH-THIS* WAY--!

JAMESON! WHAT THE DEVIL--?

RUN FOR YOUR *LIFE,* MAN! THERE'S A *SABRETOOTH TIGER* IN THAT GRASS!

AND, WHERE GREAT-FANGED *ZABU* IS SEEN--

--CAN THE *LORD OF THE SAVAGE LAND* BE FAR AWAY?

KA-ZAR!

I, UH--I *KNEW* YOU'D BE *SOMEWHERE* AROUND HERE, OLD BUDDY.

FACT IS, I--I WAS JUST RUNNING OFF TO *FIND* YOU--*YES,* I--

DO NOT WASTE *WORDS,* JONAH JAMESON.

WHY ARE YOU *HERE*--IN KA-ZAR'S *HIDDEN JUNGLE?*

WE CAME HERE SEEKING A *MONSTER*--ONE WHOM THE SAVAGES SEEM TO CALL *GOG.*

IT--IT MADE OFF WITH A *GIRL* WE BROUGHT ALONG--AND STALKED OFF *THAT* WAY.

GOG--YES. KA-ZAR HAS HEARD THE *SWAMP-MEN'S DRUMS* TELL OF SUCH A BEAST.

KA-ZAR WILL *FIND* THE GIRL FOR YOU.

THEN, YOU SHALL *LEAVE* THIS LAND--*FOREVER.*

RRRR

HASTEN, ZABU--LAST OF THE MIGHTY *LONGTOOTHS!*

THE THING OF WHICH THE *DRUMS* HAVE SPOKEN IS A MENACE TO *ALL* WHO DWELL IN THE JUNGLE.

A MENACE WHICH *KA-ZAR* MUST FIND--AND *PURGE!*

YOU'RE NOT THE ONLY ONE, KA-ZAR...!

FROM THE LOOK OF THEM, I MUST BE GAINING ON THAT MONSTER --AND ON GWEN.

HE'S LEAVING TRACKS ROUGHLY THE SIZE OF A WATER-BED.

'COURSE, THERE'S ALWAYS THE LITTLE MATTER OF WHAT I'LL DO WHEN I--

UH OH! THIS GNARLED LIMB I JUST LANDED ON-- IT'S MOVING UNDER MY FEET.

--WHICH MIGHT JUST MEAN--

--THAT IT ISN'T A TREE-LIMB AT ALL!

IT'S--SOME KIND OF GIGANTIC SERPENT!

HSSSSSSS

THAT WAS CLOSE-- REAL CLOSE-- BUT NO KEWPIE DOLL.

LOOK, OLIVER J. DRAGON--

RAKK!

MOST DAYS, I'D BE GLAD TO HASSLE WITH YOU FOR A WHILE--

BUT, THE GIRL I LOVE IS UP AHEAD SOMEWHERE, IN DANGER OF HER LIFE--

SO I'LL JUST HAVE TO PLAY *DIRTY POOL*--

--AND HOPE THERE ISN'T A LOCAL CHAPTER OF THE *SPCA* IN THE VICINITY!

SKUK

THERE'S A LOT IN WHAT YOU *SAY*, PAL.

PUT IT ALL IN WRITING TO YOUR *CONGRESS-MAN*, HUH?

BUT-- I WAS *RIGHT*.

IF ONLY I KNEW *WHAT* IT IS--*WHY* IT GRABBED *GWEN*.

BUT, A MORE *IMMEDIATE* PROBLEM--

HOW DO I CROSS THIS *STREAM* THAT THING JUST WADED THRU?

I COULD TRY *SWIMMING*-- BUT CONSIDERING WHAT MIGHT LIE *BENEATH* THE WATER--

FORGET IT.

I'M GETTING *CLOSER* TO THAT MONSTER --AND IT'S STILL GOT *GWEN*.

IF IT'S AN *AFFAIR OF THE HEART*, I'M AFRAID IT'S GONNA BE DEFINITELY *ONE-SIDED*.

AS LONG AS THERE ARE--*UHNNN!*--TOUGH *SAPLINGS* LIKE THIS ONE AROUND--

I CAN ALWAYS-- *AIR-MAIL* MYSELF ACROSS--

SPLANNG!

--SPECIAL DELIVERY, YET!

WILD! I'LL CLEAR THE STREAM WITH ROOM TO SPARE.

NOW TO PICK OUT A NICE, SOFT SPOT TO LAND.

THAT PUDDLE UP AHEAD LOOKS JUST ABOUT RIGHT.

A FLIP-FLOP OR TWO-- TO HELP ME CONTROL MY DIRECTION--

--AND I SHOULD MAKE A PERFECT TWO-POINT LANDING.

SPIDEY, YOU'RE A WONDER!

BUT--MY FEET!? WHY DO THEY FEEL--LIKE THEY'RE MIRED IN THE MUD?

PLASH!

OH NO! IT WASN'T MUD THAT LAY BENEATH THAT PUDDLE--IT WAS--

QUICK-SAND!

IT'S PULLING ME DOWN-- LIKE SOME STARVING ANIMAL.

CAN'T EVEN LATCH ONTO A LIMB-- TO GAIN TIME!

WALL-CRAWLER --YOU'VE HAD IT!

CONTINUED! WHAT ELSE?

SPIDER MAN

MARVEL COMICS GROUP™

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the AMAZING SPIDER-MAN™

APPROVED BY THE COMICS CODE AUTHORITY

IS THIS TO BE THE FINAL HUNT?

KRAVEN THE HUNTER!

THE AMAZING SPIDER-MAN! TM

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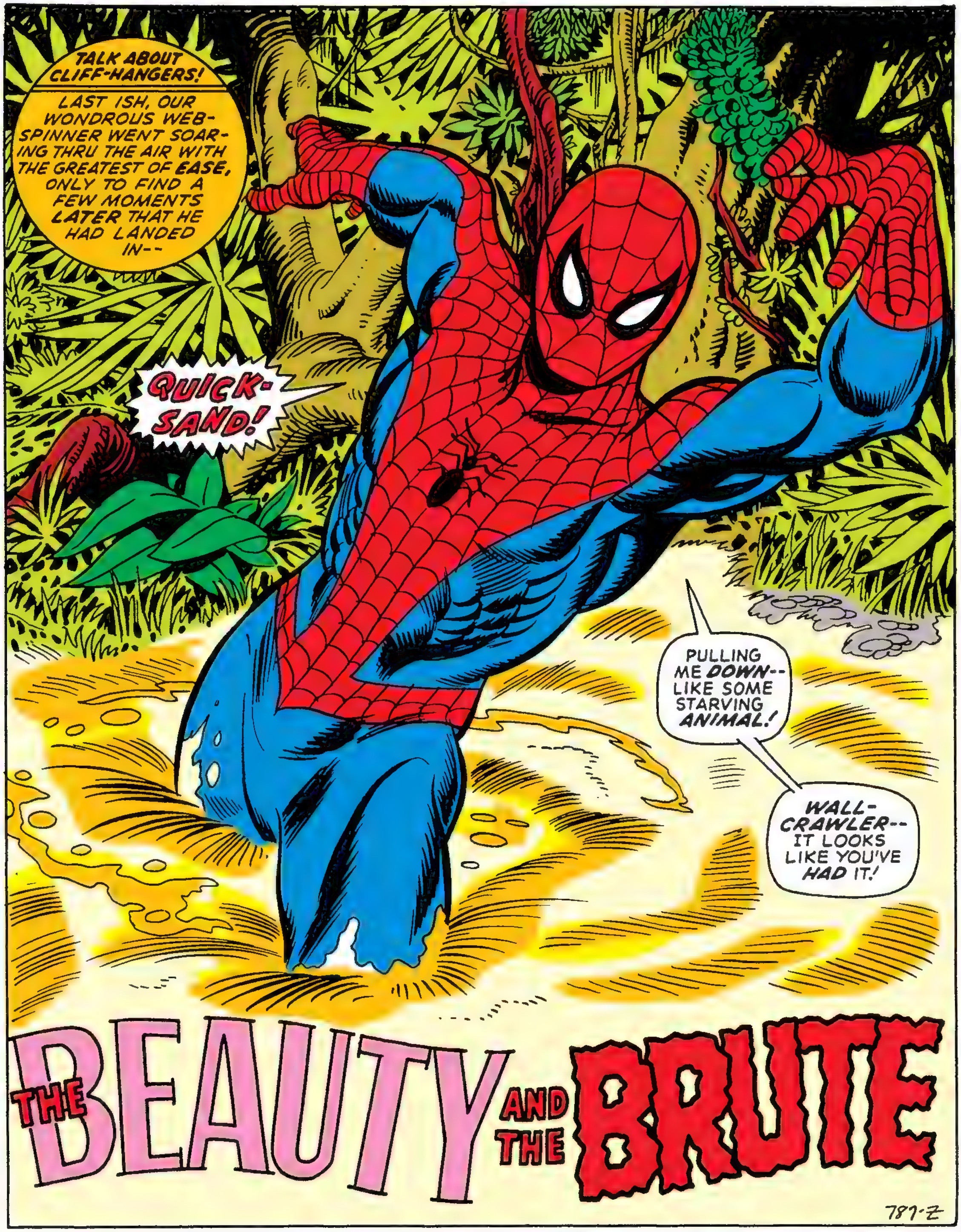

TALK ABOUT CLIFF-HANGERS!
LAST ISH, OUR WONDROUS WEB-SPINNER WENT SOARING THRU THE AIR WITH THE GREATEST OF EASE, ONLY TO FIND A FEW MOMENTS LATER THAT HE HAD LANDED IN--
QUICK-SAND!
PULLING ME DOWN-- LIKE SOME STARVING ANIMAL!
WALL-CRAWLER-- IT LOOKS LIKE YOU'VE HAD IT!

THE BEAUTY AND THE BRUTE

781-Z

JUST A HASTILY-SCRAWLED SKETCH, VIEWED ON A LATE-NIGHT TALK SHOW: THAT'S HOW IT ALL BEGAN.

FOR, THE MAN NAMED CALKIN TOLD OF A MONSTROUS MAN-THING WHICH HAD DEVASTATED HIS ANTARCTIC CAMPSITE--

AND, WHEN J. JONAH JAMESON CHOSE TO BELIEVE THE TALE--EVEN PETER PARKER AND GWEN STACY BECAME SUDDENLY INVOLVED--

--AS PART OF A STAR-CROSSED FOURSOME, HOT ON THE TRAIL OF THE GREATEST SCOOP OF ALL TIME--!

BUT, THEIR HUMMING 'COPTER HAD BARELY TOUCHED DOWN IN THE SAVAGE LAND--THAT HIDDEN JUNGLE WHICH LIES STEAMING AT THE VERY HEART OF FROZEN ANTARCTICA--

--WHEN GWEN WAS CAPTURED--CARRIED OFF BY THE WEIRD BEHEMOTH WHOM THE NATIVES CALL GOG--

--AND WHO, UNKNOWN TO ALL, SERVES NONE OTHER THAN KRAVEN THE HUNTER!

A FEW WASTED MOMENTS--AS HE FAKED THE DEATH OF PETE PARKER--

--THEN SPIDER-MAN RACED TO THE RESCUE--AND INTO THE OUT-STRETCHED ARMS OF A QUAGMIRE DOOM!

WHILE, NOT FAR BEHIND, STILL ANOTHER ELEMENT HAS ENTERED THE FRAY--KA-ZAR, AND SABRE-FANGED ZABU!

THUS, THE CHESSMAN ARE IN PLACE--

--THE TIME-CLOCKS ALL ARE TICKING--

NOW LET THE GAME BEGIN!

THWIPP!

NO NEED TO PRESS THE *PANIC BUTTON.*

NOT WHILE YOUR EVER-FAITHFUL *WEB-SHOOTER* STILL WORKS.

AND NOW, FOR MY *NEXT* MIRACLE --

COOL IT, PETEY. YOU'RE HARDLY IN THE MOOD FOR *WISECRACKS,* ANYWAY.

JUST PULL YOURSELF *OUT* OF HERE, SO YOU CAN TAKE OFF AFTER *GWEN* AGAIN--

KRRR-

AAKK-

OH NO!

YEEEOWW!

THAT'S WHY I CALL THE OL' *SPIDEY LUCK.*

WHUMP!

FIRST BRANCH I PICK OUT'S GOTTA BE ROTTEN AS A MONTH-OLD *EGG.*

BUT, THERE'S PLENTY MORE WHERE *THAT* CAME FROM.

AND, IF AT FIRST YOU DON'T *SUCCEED--*

HUH? NOTHING'S *HAPPENING.*

THAT FALLING *LIMB--* MUST'VE *JAMMED* MY WEB-SHOOTER!

THEN--I WAS RIGHT THE *FIRST* TIME.

I'M *FINISHED!*

BUT--I *CAN'T* DIE NOW--NOT WHILE *GWEN'S* STILL IN THE HANDS OF THAT *MONSTER.*

I *CAN'T!* I *WON'T!*

NOR *SHALL* YOU, SPIDER-MAN.

WH--? *WHO--?*

MY HEART IS *SAD* THIS DAY, MY FRIEND. HAVE YOU *FORGOTTEN* ME?

SPLUG!

KA-ZAR!

BUT-- HOW'D YOU KNOW I WAS *HERE?*

VERY *LITTLE* HAPPENS IN THIS SAVAGE LAND--

--THAT *KA-ZAR* DOES NOT KNOW.

I'LL JUST *BET.*

ACTUALLY, I WAS KIND'A *HOPING* TO RUN INTO YOU, SOONER OR LATER--

--AND I'M JUST AS GLAD IT'S *SOONER.*

I'M HOT ON THE TRAIL OF SOME-THING CALLED *GOG,* AND--

THAT, *TOO,* KA-ZAR KNOWS.

STAY, ZABU. THE MASKED ONE WILL NOT *HARM* YOU.

RGHI

NOT *HARDLY.* THEN, I GUESS YOU RAN INTO *JAMESON* AND *CALKIN.*

NOW, WHAT SAY YOU AND I *TEAM UP* AND GO *AFTER* THAT--

NO!

KA-ZAR IS LORD OF THIS JUNGLE.

I WILL GO *ALONE.*

WHAT? NOT A CHANCE, BUDDY. THAT THING'S GOT GWEN WITH HIM--

SO I'M GOING AFTER HIM--IF I HAVE TO WADE THRU YOU AND YOUR BUCK-TOOTHED PUSSYCAT.

HOLD, MY FRIEND. DO NOT LASH OUT IN ANGER.

I SEE NOW THE FEMALE WHOM GOG HAS TAKEN--MEANS MORE TO YOU THAN LIFE ITSELF.

THAT'S ONE CORNBALL WAY OF PUTTING IT.

I MERELY WISHED TO SPARE YOU THE DANGERS WHICH LIE BEFORE US.

ZABU CAN TRACK DOWN THE MONSTER WE SEEK--

BUT THE WAY LIES THRU DEATH-INFESTED SWAMP.

MISTER, I DON'T CARE IF THERE'S A HERD OF TYRANNOSAURUS REX IN OUR WAY.

HE'S GOT THE GIRL I LOVE--SO I'M GETTING HIM.

THEN LET US GO.

YET, IF ONLY WE KNEW WHY HE STOLE THE ONE CALLED GWEN--

AND NOW, JUST IN CASE YOU'VE FORGOTTEN THE CLUES WE TOSSED AT YOU LAST ISH--

AHH!

DON'T BE ALARMED, GWEN STACY.

FROM HIS TONE, I WOULD SAY THAT--GOG LIKES YOU.

THEN--KEEP HIM AWAY FROM ME--PLEASE.

YOU--YOU STILL HAVEN'T EXPLAINED--WHAT KRAVEN THE HUNTER IS DOING HERE.

YOU AMUSE ME, WOMAN. I KNOW YOU MERELY STALL FOR TIME.

BUT WHO DO YOU THINK SHALL BE YOUR SHINING WHITE KNIGHT?

CALKIN? THAT FOOL JAMESON?

STILL, BECAUSE I'VE CHOSEN YOU FOR MY MATE--IT IS GOOD THAT YOU SHOULD KNOW.

YOU SEE--I ONCE BATTLED KA-ZAR--THE SELF-PROCLAIMED RULER OF THIS LOST WORLD--

"--BUT, SOON AFTER THAT BATTLE WAS ENDED*, AND KA-ZAR HAD RETURNED TO THIS LAND--I BEGAN TO BROOD--

IDLENESS! THE ONE ENEMY I CANNOT BEST IN COMBAT!

EVEN NOW, IT CRUSHES ME IN ITS GRIP--AS NO ANIMAL OR HUMAN FOE COULD EVER DO.

*ASTONISHING TALES #2. --STAN.

"THEN SUDDENLY, I COULD BEAR IT NO LONGER!

I AM MIGHTIER THAN KA-ZAR. I'M THE GREATEST HUNTSMAN OF ALL!

THE HIDDEN JUNGLE MUST BE MINE--

--AND MINE ONLY!

"CLEARLY--SO CLEARLY I SAW IN MY MIND'S EYE--THE LANDSCAPE OUT OF TIME--

"--AND KA-ZAR, THAT IGNORANT, HALF-CIVILIZED SAVAGE--

"--LORDING IT OVER A SECRET UNIVERSE OF MASTODONS, CAVE-BEARS, HUGE REPTILES--HIS GREAT SABRETOOTH AT HIS SIDE--

"AND SO, ONCE MORE I MADE THE LONG JOURNEY TO THAT ANTARCTIC LAND--

"BUT THIS TIME, I DID NOT WIND THRU FORGOTTEN WATERWAYS--BUT FLEW LIKE AN UNFETTERED EAGLE THRU THE MISTS WHICH SHROUD IT--

AND THIS TIME, I CAME NOT WITH MEN--BUT ALONE--

"--ALONE, TO PIT MY HARD-HONED POWERS AGAINST THOSE OF THE FOREST PRIMEVAL--AND MOST OF ALL, AGAINST THE MAN WHO HAD MADE THAT WORLD HIS OWN--

KA-ZAR! I MUST FIND KA-ZAR!

ONE OF US SHALL END THIS DAY A CORPSE!

--AND THE OTHER, A KING!

"YET, EVEN AS MY HAWK-LIKE EYES SURVEYED THE SCENE, I SUDDENLY SAW--

THERE--IN THE DISTANCE--THAT LOOKS LIKE--

I MUST GO NEARER. I--MUST KNOW!

"THE VOLCANO-HEATED **AIR** STRUCK ME LIKE A BLAST FROM AN OPEN FURNACE, AS I DESCENDED TOWARD THE STEAMY **SWAMP** WHICH LAY BEFORE ME--AND **SWEAT** WASHED MY BROW AS I HASTILY FASHIONED A CRUDE **RAFT**--

"BUT AT LAST, IN THE VERY **MIDST** OF MARSH AND MIST, I DREW NEAR--

SOME SORT OF-- *SPACE SHIP!*

BUT--IT'S NOT LIKE *ANY* WHICH EVER LIFTED OFF FROM *CAPE KENNEDY* OR *BAIKONUR.*

WHEREVER IT CAME FROM, IT MUST HAVE ATTEMPTED TO *LAND* HERE--AND TOUCHED DOWN IN THE *SWAMP,* INSTEAD.

I MUST SEE--THE *INSIDE* OF THE SHIP!

"*FORGOTTEN* FOR THE MOMENT WAS MY OBSESSION WITH THE UPSTART **KA-ZAR**--AS, WITH HANDS TREMBLING IN ANTICIPATION, I TORE OPEN A **HATCH** WHICH HAD COME AJAR, AND--

MACHINES--COMPUTERS --ALL IN A SINGLE, MAMMOTH *CHAMBER.*

BUT, NO SIGN OF *LIFE*--HUMAN OR *OTHERWISE.*

WHAT'S MORE, I CAN FEEL THE SHIP SLOWLY *SINKING.* I'D BETTER--

WAIT! OVER THERE-- IN THE *SHADOWS--*

SOME-- THING-- *MOVED!*

GOOD LORD!

THERE, IN THAT TRANSPARENT *CAGE--* STANDING BY THAT OPEN, *EGG-* LIKE OBJECT--

IT'S SOME SORT OF-- *LIVING ANIMAL.*

NO--*NOT* AN ANIMAL. IT'S WEARING-- *CLOTHING.*

YET, IT'S SO *SMALL*, SO *FRIGHTENED*--ALMOST LIKE--A NEWBORN *CHILD.*

WHAT'S *THIS?* A *SECOND* CASE--*CRACKED*, BUT HOLDING A *SECOND* METALLIC "EGG."

IF IT CONTAINS--WHAT I *SUSPECT* IT DOES--

I'VE MADE A *DISCOVERY* HERE TODAY-- THE LIKE OF WHICH THE WORLD HAS *NEVER KNOWN.*

I WAS *RIGHT.* A *SECOND* SPECIMEN-- HALF APE, HALF REPTILE LIKE THE *FIRST*--BUT A *FEMALE.*

AND-- *DEAD.*

"SLOWLY--WITH A TENDERNESS *UNACCUSTOMED* IN MY LION-SLAYING HANDS--I *REPLACED* THE SILVER SPHEROID IN ITS FRAGMENTED CASE--

"--AND SWIFTLY *DEPARTED,* THE LIVING SPECIMEN CLINGING FEARFULLY TO MY *SHOULDER.*

"I WAS-- NO LONGER *ALONE.*

"THE ALIEN CREATURE **GREW** SWIFTLY, AND WITHIN A FEW **DAYS**...

ALREADY, HE HAS MORE THAN **DOUBLED** IN SIZE.

IF THIS GOES **ON**...

"BUT, IT DID **NOT** GO ON, RATHER, HIS GROWTH-RATE **ACCELERATED**...

AS **YOU** GAIN SIZE, SO DO YOUR STRANGE **GARMENTS**, EH, MY PET?

AND, THE WEIRD **TONGUE** YOU SEEM TO HAVE... **INHERITED**...

HOW FAR **ABOVE** HUMANITY **YOUR** STAR-BORN RACE MUST BE!

"**YES**, GWEN STACY...ON **HIS** WORLD, IT IS **I** WHO WOULD BE THE INFERIOR... BUT HERE, HE IS MERELY A **LOST AND LONELY CHILD**...

"...A CHILD I NAMED **GOG**, AFTER A BIBLICAL GIANT...

"...A CHILD WHO WILL NOW DO **ANYTHING** FOR HIS ADOPTIVE **FATHER**...

"...INCLUDING... **CONQUER A WORLD!**

TODAY, ONLY **ONE TRIBE** BRINGS TRIBUTE TO THE LIZARD-ALTAR WHICH GOG BUILT AT MY COMMAND.

BUT SOON, ALL THE **HIDDEN JUNGLE** WILL ACKNOWLEDGE ME AS ITS **KING**... AND YOU, AS ITS **QUEEN**.

Y-YOU'RE STARK, STARING **MAD!**

EVEN IF YOU **COULD**... WHY WOULD YOU **WANT** TO RULE THIS GOD-FORSAKEN LAND?

EACH MAN MUST FIND HIS **NICHE**, GIRL...THE PLACE WHERE HE CAN STAKE HIS CLAIM TO **FORTUNE**... TO **POWER!**

THIS LAND IS **MINE**...AND NO ONE SHALL WREST IT **FROM** ME.

NO ONE!

THAT SOUNDS LIKE A **CUE** TO ME, PAL.

SHALL WE?

AS WE HAVE **PLANNED**, MY FRIEND.

THEN-- LET'S GET CRACKIN'!

I LUCKED OUT!

THE MONSTER'S TURNING THIS WAY--HE'S SPOTTED ME!

SO, I BETTER MAKE TRACKS--

--AND HOPE I CAN SURVIVE THIS RUN OF GOOD LUCK.

DITI'

THINK IT OVER, GWEN STACY. EITHER REIGN AS MY EMPRESS, OR ELSE--

WHAT IS IT, GOG? WHAT'S WRONG?

WHY DO YOU GRUNT SO-- MULL ABOUT?

GOG! WHERE ARE YOU GOING? COME BACK HERE, YOU MISBEGOTTEN--

HE'S PURSUING SOMETHING WHICH DISAPPEARED INTO THE TREES--BUT I DIDN'T SEE WHO--OR WHAT.

DID YOU, WOMAN?

WELL, SPEAK UP! DID YOU??

LOOK NOT TO A FRIGHTENED GIRL FOR YOUR ANSWER, KRAVEN.

LOOK RATHER-- TO ME!

UNNGHH!

KA-ZAR!

TWO SPRAWLING FORMS--TUMBLING HEADLONG OVER ROCKS AND JAGGED BOULDERS--

MOST ANY MEN WOULD SUFFER GRIEVOUS WOUNDS --SPLINTERED BONES--AMID SUCH VIOLENT ACTION--

BUT ONE OF THESE TWAIN IS KRAVEN, CALLED THE HUNTER--

--AND THE OTHER ONE IS--KA-ZAR!

BKK!

MMMFF!-

YOU ARE--MY PHYSICAL EQUAL, JUNGLE MAN--

--PERHAPS EVEN-- IN SOME CRUDE WAY--MY SUPERIOR.

BUT STILL-- I AM KRAVEN!

AND, WHOM KRAVEN CANNOT DEFEAT ONE WAY--

--HE SHALL BEST ANOTHER!

SSFFFSSS

AMAZING! YOU-- STILL STAND!

BUT, THAT VAPOR-BLAST WOULD HAVE FELLED A BULL ELEPHANT.

YES--BECAUSE A MERE BEAST WOULD NOT HAVE HELD ITS BREATH.

BUT KA-ZAR IS MORE THAN BEAST-- PERHAPS EVEN MORE THAN MAN.

YOUR *HUMILITY* ALL BUT MATCHES MY *OWN*, GOLDEN-HAIR.

STILL, FOR ALL YOUR BOLD WORDS, YOU'VE ONLY *BRUTE STRENGTH* TO RELY ON--

--WHILE *KRAVEN* HAS, AMONG OTHER THINGS--HIS *ELECTRO-BURSTS!*

AAARRHH!

TWICE BEFORE WE'VE MATCHED BRAIN AND BRAWN, KA-ZAR.

THE *SECOND* TIME, I SWORE THAT--WHEN *NEXT* WE MET--

--THE *VICTORY* WOULD BE WHOLLY, UNEQUIVOCALLY *MINE!*

AND, ON *THIS* DAY--

--WITH *THIS* SKULL-CRUSHING STONE--

--I'LL *KEEP* THAT VOW!

RRRRRR

THE *SABRE-TOOTH!*

I HAD *FORGOTTEN* THAT, WHERE KA-ZAR IS--HIS *TIGER* IS ALWAYS CLOSE AT HAND.

BUT, *NO MATTER.* IN A MOMENT, *GOG* SHALL RETURN, FROM WHEREVER YOU HAVE SOMEHOW *MISLED* HIM--

AND THEN THE ADVANTAGE SHALL BE *MINE* ONCE MORE.

KA-ZAR DOES NOT NEED *ZABU* TO BE *LORD OF THE JUNGLE*--

KA-ZAR NEEDS ONLY--

--KA-ZAR!

BUT I--NOT YOU--WAS BORN TO BE RULER OF THIS SAVAGE LAND--

AND SO--YOU MUST DIE!

THWOK!

NOT BY YOUR HAND, VILLAIN!

SAVAGE THIS LAND MAY BE--BUT STILL A PLACE OF QUIET BEAUTY--OF PRIMITIVE INNOCENCE.

UHHGNN

I'LL NOT SEE IT RUINED--BY YOUR RUDE HAND!

SURRENDER!

NOW SURRENDER, HUNTSMAN--WHILE YOU STILL HAVE LIFE TO SAVE.

MMMFF!

Y-YES--

WHONK!

--YES-- I WILL SURRENDER, KA-ZAR--

--LONG ENOUGH TO REACH THE PLASTI-CORD HIDDEN WITHIN MY BELT!

--LONG ENOUGH TO DO--THIS!

LYING HYENODON! DO YOU NOT KNOW THE MEANING OF HONOR?

I DO NOT BELIEVE IN HONOR, KA-ZAR --ONLY IN EXPEDIENCY!!

EXPEDIENCY-- AND A SWIFT DEATH FOR FOOLS!

AND SO, THIS CORD BECOMES A NOOSE.

THINK, DOG-- THINK AS YOU PERISH--

THAT WILL NEVER HAPPEN, KRAVEN! NEV--

LOOK OUT--!

--BEHIND YOU--!

APPAA

SEE DARK VISIONS OF KRAVEN, SITTING PROUD UPON THE THRONE OF HIS HIDDEN JUNGLE!

THE-- CLIFF--!

AAAAAA

I--DID NOT *MEAN* FOR IT TO END THUS.

AND YET, PERHAPS THERE WAS NO OTHER WAY IT *COULD* HAVE ENDED.

HE *LIVED* WITHOUT MERCY... AND HE *DIED* WITHOUT WARNING.

OH, KA-ZAR--KA-ZAR--I'M SO *GLAD* THAT YOU--

THERE IS NO *TIME* FOR WORDS, GIRL.

NOT WHILE THE MONSTER CALLED *GOG* THRASHES WILDLY THRU THE JUNGLE--ON THE TRAIL OF *SPIDER-MAN.*

AND IS HE EVER HOT ON THAT TRAIL--!

WHAM

SOMEHOW --THIS ISN'T GOING ACCORDING TO OUR *PLAN.*

BY NOW, I WAS SUPPOSED TO HAVE *SHAKEN* KING KONG--AND DOUBLED BACK TO HELP RESCUE *GWEN--*

GWEN! IF KA-ZAR'S *FAILED*--IF ANYTHING'S *HAPPENED* TO HER--

NO! I CAN'T ALLOW MYSELF TO THINK ABOUT THAT *NOW--*

--OR I'LL NEVER LIVE LONG ENOUGH TO FIND OUT THE *ANSWER.*

WITH EACH SWIPE, THAT MONSTER GETS CLOSER--*CLOSER--!*

THERE'S A LOT IN WHAT YOU SAY, GODZILLA...BUT JUST THE SAME...

HUH? ALL OF A SUDDEN-- I LOST HIM.
HE MUST'VE NOT NOTICED, WHEN I MADE A QUICK TURN.
NOW TO GET BACK TO GWEN AND KA-ZAR, BEFORE--
YEEEEOWW!
RARF

NOW WHERE IN THE NAME OF WILLIS J. O'BRIEN DID HE COME FROM?
HE'S NOT HAVING ANY, THANK YOU. GOOD THING THERE'S A CAVE UP AHEAD.
ONLY THING IS, THIS ISN'T GETTING ME ANYWHERE.
AND, IF GOG DOUBLES BACK--
FLAKE OFF, BIG FELLA.
DIDN'T YOUR MOTHER EVER TELL YOU SPIDERS ARE BAD FOR THE DIGESTION?
TI' RRAR
UH OH! SPEAK OF THE DEVIL--
--AND UP POPS A REASONABLE FACSIMILE THEREOF!

THEN, WITH SPIDER-MAN A CAPTIVE AUDIENCE, UNABLE TO FLEE LEST HE BE TRAMPLED UNDERFOOT--IT BEGINS--

--THIS BATTLE-TO-THE-DEATH 'TWIXT THE GREAT SCION OF A FAR-FLUNG STAR--

BLU'U'

NRGN

GRONK

--AND A TOWERING, TIME-LOST TITAN!

FAR MORE SAVAGE, MORE MURDEROUS ARE THE INSTINCTS OF THE HUGE SAURIAN, WHOSE LONG TAIL WHIPS ABOUT THE FALLEN GIANT LIKE A DEADLY SERPENT--

RRHN

--WHOSE MAMMOTH JAWS FASTEN FIRMLY UPON GOG'S HUGE SKULL--

RRR

BUT THEN, SUDDENLY, THE QUASI-HUMAN ALIEN WRENCHES FREE OF THOSE SLAVERING JAWS--GAINS A MIGHTY HOLD ALL HIS OWN--

HRRGH

--A HOLD WHICH BEGINS GRIMLY, MERCILESSLY, TO TIGHTEN--

--UNTIL, ABOVE BOTH SPACE-BORN SNARL AND PRIMORDIAL GRUNT--

THUD

GNNG

SNAP!

--A THIRD AND UNMISTAKABLE SOUND IS HEARD--

--AND THEN, ONCE MORE-- THERE IS BUT ONE SOUND IN THE HIDDEN JUNGLE.

HUH

YET, ALMOST INSTANTLY, THE HULKING VICTOR ESPIES A FLICKER OF MOTION, AND--

SWOT!

BLAST IT!

HOPED TO SNEAK AWAY WITHOUT HIS *SEEING* ME.

NOW--SINCE I DON'T DARE LEAD HIM BACK TOWARD *GWEN*--

--I'VE GOTTA DO SOMETHING I DON'T *WANT* TO DO--

--AND *PRAY* I CAN PULL IT OFF!

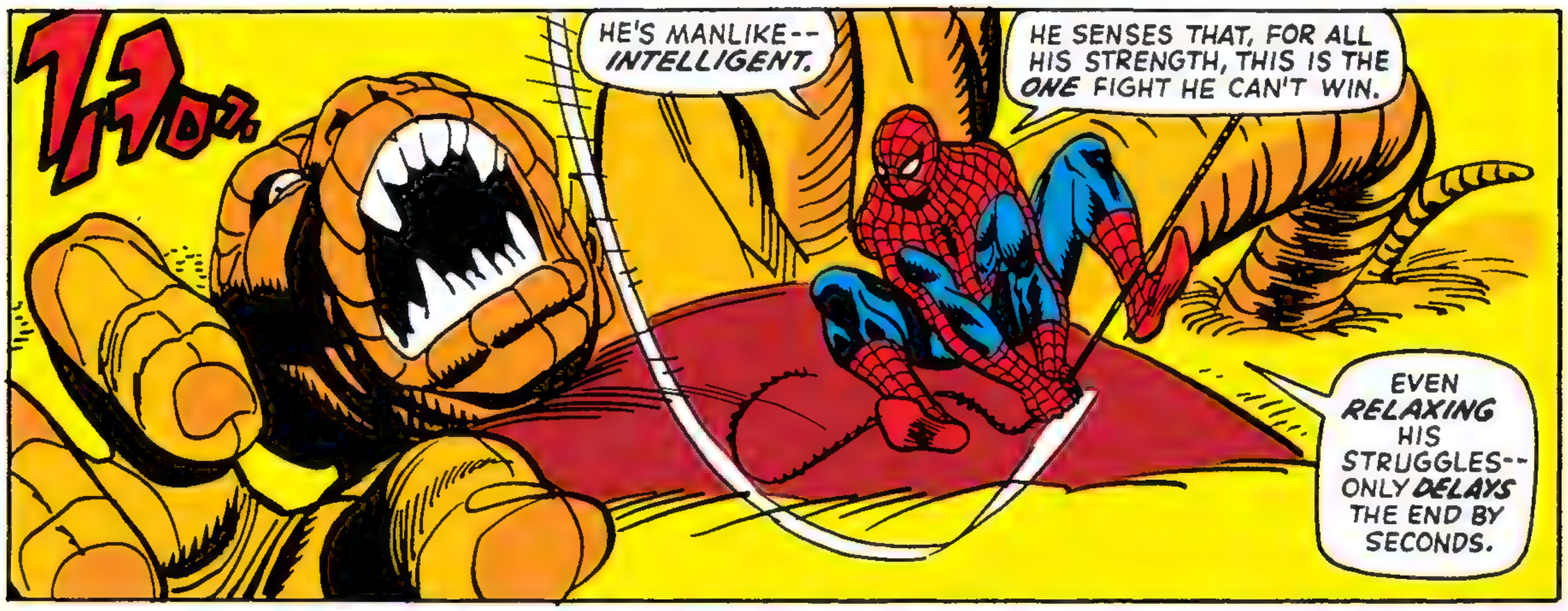
THAT'S IT, PAL. ONE MORE *STEP*, AND--

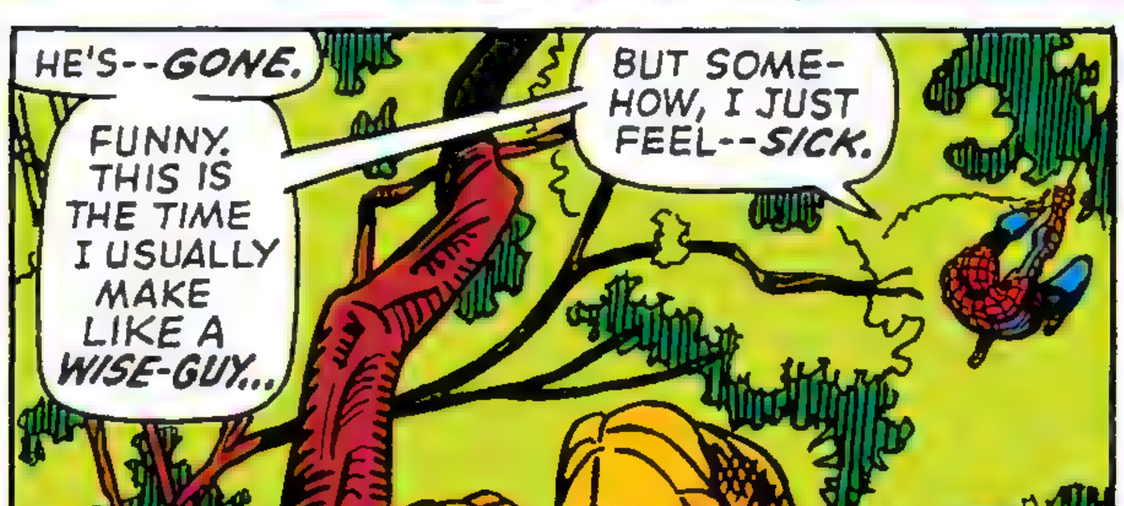
AUGH

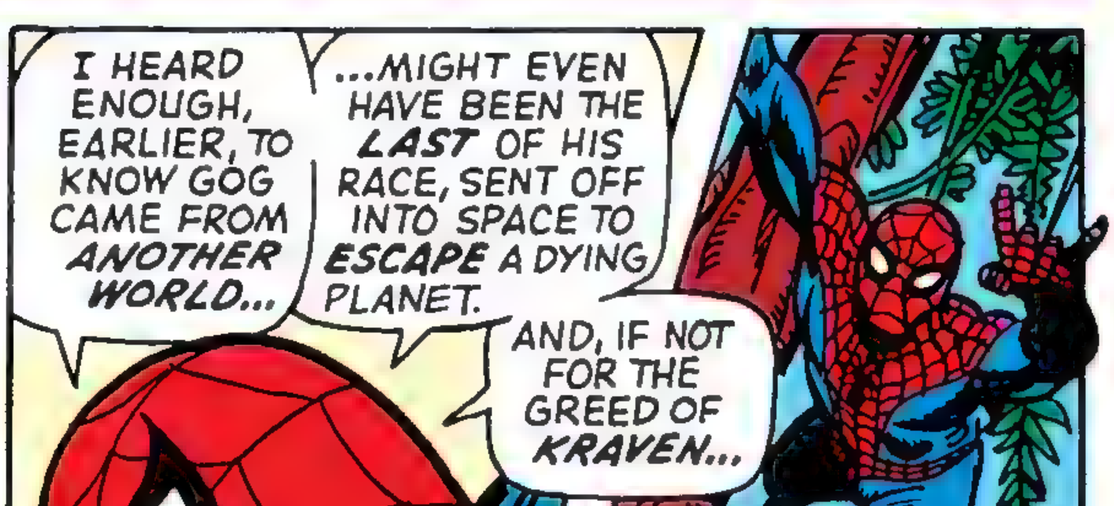
I--*DID* IT!

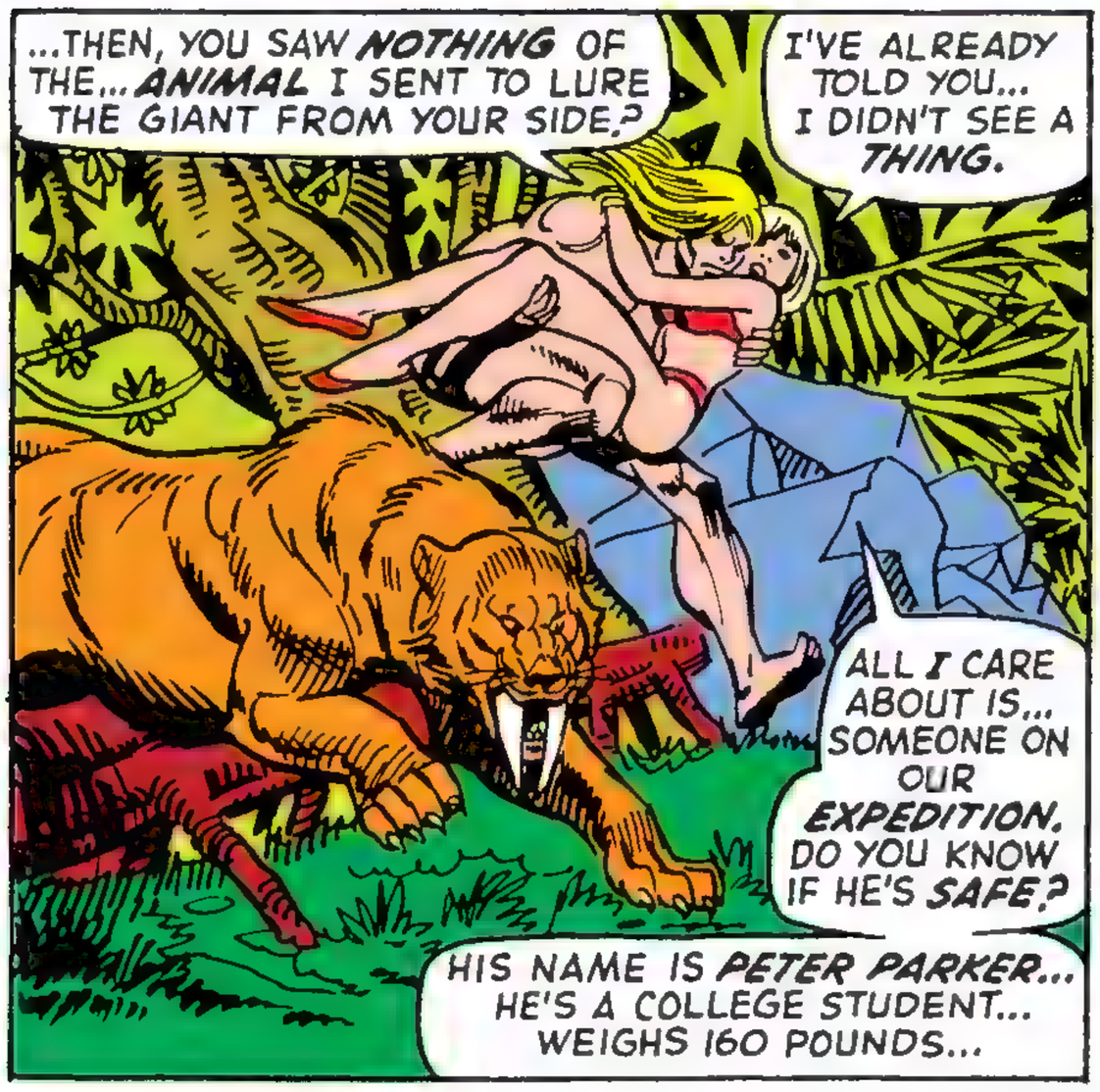
HIS *ANGER* MADE HIM FORGET HE WAS HEADING STRAIGHT FOR *QUICKSAND*--

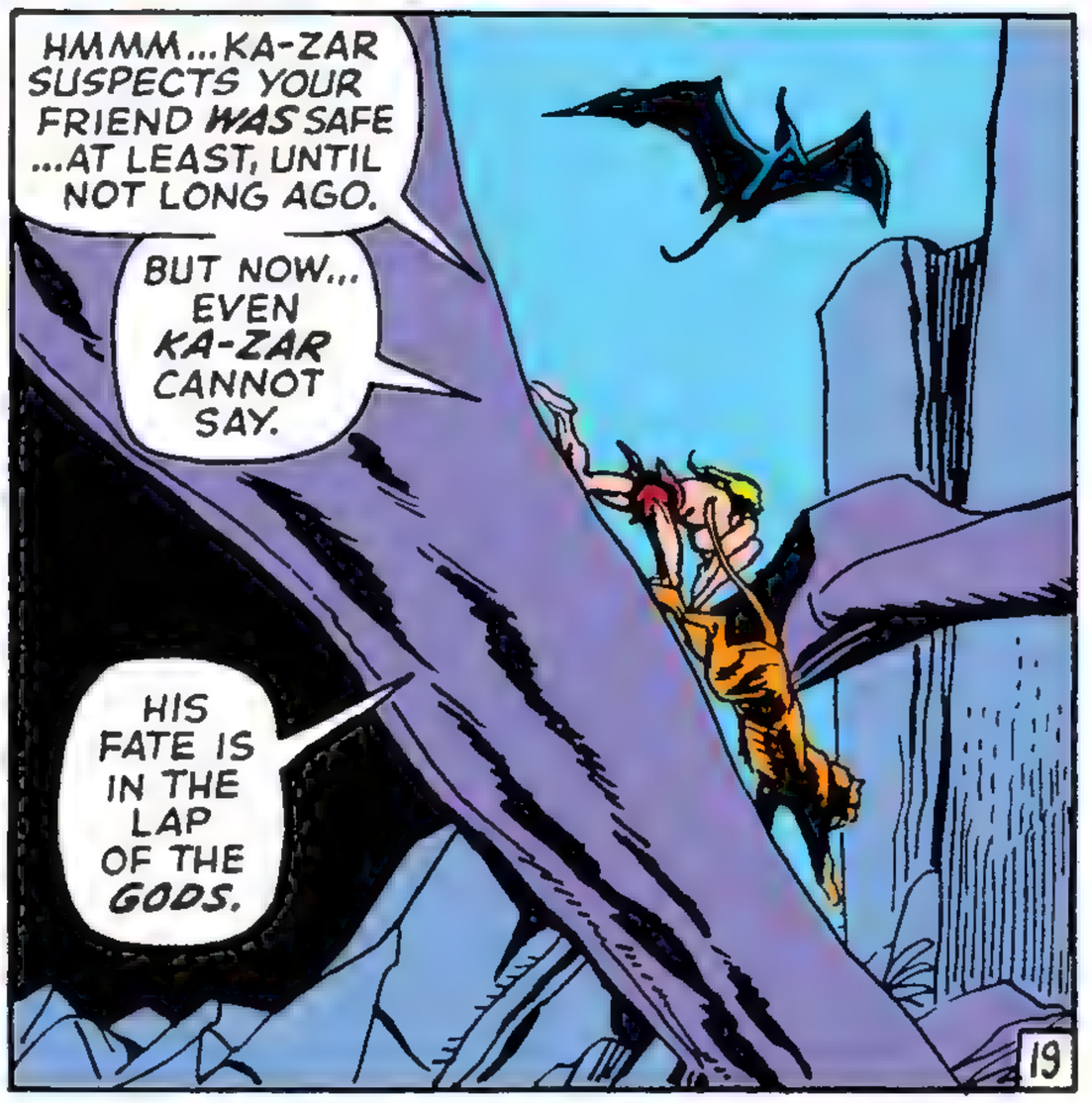
--THE SAME STRETCH THAT NEARLY POLISHED *ME* OFF.


HE'S MANLIKE-- INTELLIGENT.
HE SENSES THAT, FOR ALL HIS STRENGTH, THIS IS THE ONE FIGHT HE CAN'T WIN.
EVEN RELAXING HIS STRUGGLES-- ONLY DELAYS THE END BY SECONDS.


HE'S--GONE.
FUNNY. THIS IS THE TIME I USUALLY MAKE LIKE A WISE-GUY...
BUT SOME-HOW, I JUST FEEL--SICK.


I HEARD ENOUGH, EARLIER, TO KNOW GOG CAME FROM ANOTHER WORLD...
...MIGHT EVEN HAVE BEEN THE LAST OF HIS RACE, SENT OFF INTO SPACE TO ESCAPE A DYING PLANET.
AND, IF NOT FOR THE GREED OF KRAVEN...
KRAVEN! THAT REMINDS ME OF-- GWEN.
GOT TO RETRACE MY STEPS-- LEARN IF KA-ZAR SAVED HER, OR--


...THEN, YOU SAW NOTHING OF THE... ANIMAL I SENT TO LURE THE GIANT FROM YOUR SIDE?
I'VE ALREADY TOLD YOU... I DIDN'T SEE A THING.
ALL I CARE ABOUT IS... SOMEONE ON OUR EXPEDITION. DO YOU KNOW IF HE'S SAFE?
HIS NAME IS PETER PARKER... HE'S A COLLEGE STUDENT... WEIGHS 160 POUNDS...


HMMM...KA-ZAR SUSPECTS YOUR FRIEND WAS SAFE ...AT LEAST, UNTIL NOT LONG AGO.
BUT NOW... EVEN KA-ZAR CANNOT SAY.
HIS FATE IS IN THE LAP OF THE GODS.

PETE...GWEN... BOTH *GONE.* SOMEHOW, I... I STILL CAN'T *BELIEVE* IT.

I'M AFRAID WE'VE BOTH GOT TO FACE THE FACT, JAMESON, THAT WE *DOOMED* THOSE TWO KIDS.

THEY DON'T COME ANY BETTER... OR *BRAVER.*

THE WAY YOUNG PARKER CHARGED THAT *MONSTER,* WHEN IT GRABBED THE GIRL...

YOU DON'T HAVE TO *REMIND* ME, CALKIN.

WHAT HAVE WE *DONE*--YOU, TO SAVE A REPUTATION--ME, TO BAIL OUT A *NEWSPAPER?*

I'D GIVE IT ALL *UP,* JUST TO HEAR GWEN'S VOICE...OR PARKER, HUSTLING ME FOR MORE *MONEY...*

HO, THE CAMP!

YAHOOO!

IT'S *KA-ZAR*-- AND HE'S GOT *GWEN!*

WE SHOULD'VE *KNOWN* THAT JUNGLE MAN WOULDN'T LET US DOWN!

A BRIEF, TEARFUL REUNION--THEN--

IT'S SO *WONDERFUL* TO HAVE YOU BACK, GWEN...

KA-ZAR DID IT. I'LL TELL YOU ALL ABOUT IT *LATER.*

BUT... WHERE'S *PETER?*

MR. JAMESON... DIDN'T YOU *HEAR* ME?

I SAID... *WHERE'S PETER??*

I...I GUESS YOU DIDN'T *SEE,* GWEN.

THAT MONSTER *STRUCK* HIM ...KNOCKED HIM OVER A CLIFF, INTO THE *RIVER...* AND...

...AND... WE LOST HIM.

BUT, I--I'LL MAKE IT *UP* TO YOU, GIRL. I *SWEAR* I--

HUH?

GWEN--*ANYBODY* --DID YOU SEE WHAT *I*--?

NO--I GUESS YOU *DIDN'T.*

HEAT JUST GOT TO ME. MUST'VE *IMAGINED* IT.

IT *COULDN'T* HAVE BEEN HIM! NOT DOWN *HERE!*

IT JUST *COU*--

HELLO, *PEOPLE!*

ANYONE GOT A KIND WORD AND A CUP OF COFFEE FOR A SLIGHTLY MUSSED *SHUTTERBUG?*

PETE! OH, *PETE*--

I *KNEW* YOU WERE SAFE. YOU *HAD* TO BE!

GREAT! BUT *HOW*--?

SOME *TREES* BROKE MY FALL--*HID* ME --BUT I'VE BEEN *OUT COLD* FOR HOURS.

MMMM! I'D GO THRU IT ALL *OVER* AGAIN, FOR ANOTHER WELCOME-HOME LIKE *THIS.*

D-DON'T YOU *DARE,* PETER PARKER! DON'T YOU *DARE!*

DIDN'T GET ANY *PHOTOS,* I SEE. AND LOST YOUR *CAMERA.*

ALRIGHT, YOU TWO-- *BREAK IT UP!*

YOU'RE NECKING ON *MY TIME.*

NOW, THE JOURNEY OVERLAND TO THE WAITING 'COPTER IS BEGUN...AND THENCE, BACK TO CANYONS AND CREVASSES OF MAN-MADE STEEL...

YET, PERHAPS IN SUBTLE, UNSEEN WAYS, ALL HAVE BEEN AFFECTED BY THE EVENTS JUST PAST...BY WONDERS WITNESSED, AND ALIEN WORLDS HALF-GLIMPSED...

FOR, FEW THERE ARE WHOSE LIVES ARE NOT CHANGED ...AND SOMEHOW DEEPENED...BY THIS SAVAGE LAND!

-FINIS-

TO THE MEMORY OF CARL DENHAM, ENTREPRENEUR, THIS TWO-PART STORY IS AFFECTIONATELY DEDICATED. --ROY T.

SPIDER MAN

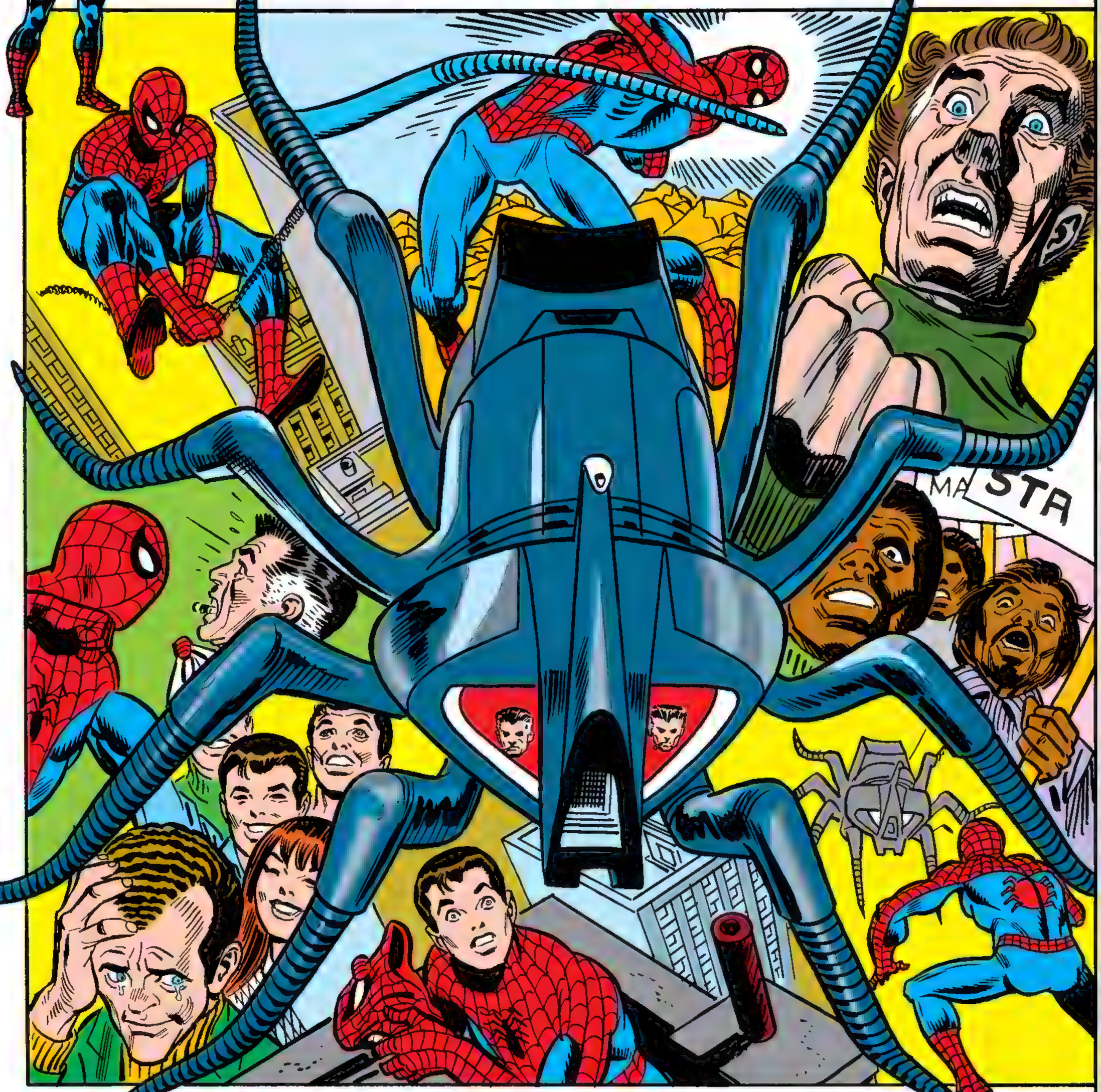
MARVEL COMICS GROUP™

20¢ CC

105 FEB 02457

the AMAZING SPIDER-MAN™

APPROVED BY THE COMICS CODE AUTHORITY



THE SPIDER SLAYER!

THE AMAZING SPIDER-MAN! TM

THE SPIDER SLAYER!

WOW! IT FEELS *GREAT* TO BE BACK IN THE *CITY* AT LAST.

NOT THAT I DIDN'T DIG THE *JUNGLE*-- BUT ENOUGH'S *ENOUGH.**

NOW THE OL' *WEB-SPINNER* CAN START DOIN' HIS THING AROUND TOWN.

*IF YOU MISSED LAST ISH, FEATURING SPIDEY AND KA-ZAR, *THAT'LL TEACH YA!* --UNFORGIVING STAN

STORY BY **STAN** (WE TOLD YOU HE'D BE BACK!)
PENCILS BY **GIL** (HE NEVER EVEN LEFT!)
INKS BY **FRANK** (WE CAN'T GET RID OF 'IM!)
LETTERING BY **ARTIE** (HE'S REALLY GONE!)

LEE
KANE
GIACOIA
SIMEK

EAT

AT LEAST THE STORY ABOUT *KA-ZAR* OUGHTTA HELP BOOST THE *BUGLE'S* CIRCULATION.!

AND WHEN THE BUGLE *SELLS*, JAMESON GETS *HAPPY.*

AND WHEN OL' *JAMESON* IS HAPPY--

AND WHEN *PETEY* SELLS HIS PIX, *SPIDEY* HAS MORE BREAD.

SO I'LL JUST PAY A *CALL* ON JOLLY JONAH, AND--

HEY! WHAT'S GOING *ON* DOWN THERE? LOOKS LIKE A *RIOT.*

NO, IT'S JUST A *DEMONSTRATION* OF SOME SORT.! BUT I WONDER *WHY?*

--THERE'S ALWAYS A CHANCE THAT HE'LL BUY MORE *PICTURES* FROM EVER-LOVIN' *PETER PARKER.*

BUGLE

UH OH.! THERE'S *RANDY*, JOE ROBERTSON'S *SON.*

I BETTER GET *CLOSER*, TO HEAR WHAT THEY'RE *CHANTING.*

UP THE BUGLE!

SAY IT FAST! SAY IT SLOW! THE BUGLE'S GOTTA GO!

THE BUGLE'S UNFAIR TO MINORITY GROUPS!

THE BUGLE DOESN'T CARE ABOUT THE COMMON MAN!

PEOPLE ARE HUNGRY--JOBLESS--ANGRY--AND WHAT DOES THE BUGLE DO A SERIES ABOUT--?

--THE ADVENTURES OF KA-ZAR AND SOME COSTUMED WEIRDO!

THE BUGLE'S GOTTA GET WITH IT!

JAMESON'S GOT POWER--HE HAS TO USE IT--FOR THE PEOPLE!

HEY, MAN--LOOK WHO'S HERE.

MY FATHER! I FIGURED HE'D SHOW.

I'M CITY EDITOR, RANDY! WHY NOT TALK TO ME?

FACE IT, PA--YOU WORK FOR THE MAN.

DON'T GIVE ME THAT JIVE, SON! YOU KNOW WHERE MY HEAD'S AT.

ANYWAY, WHO SAYS I'M NOT WITH YOU?

DO WHAT YOU WANNA DO, RANDY--LONG AS YOU BELIEVE IN IT.

THANKS, PA--I WILL.

BOY! AFTER THEY MADE JOE ROBERTSON, THEY THREW AWAY THE MOLD.

I'VE GOTTA GET TO WORK NOW, SON.

THE ESTABLISH-MENT NEEDS ALL THE HELP IT CAN GET.

DO WHAT YOU MUST, BUT DON'T LOSE YOUR COOL, HEAR?

WONDER IF RANDY KNOWS HOW *LUCKY* HE IS TO HAVE A DAD LIKE-- *UH OH!*

I'D KNOW THAT CAR *ANY-WHERE.*

HOLD IT, MISTER.! NO *PARKIN'* ON THIS BLOCK.! THE BUGLE'S BEIN' *PICKETED.!* SO *BACK* OFF.!

BACK *OFF?* I'M *J.J. JAMESON,* SONNY.! I *OWN* THE SHEET.! I OWN THE WHOLE BLAMED *BUILDING.!*

MOVIN

NO PARKIN

UP THE BUGLE

AJAX MOVING

DON'T WAVE YOUR CLAW AT *ME,* BUSTER.! GET RIDDA *THEM.!*

HEY.! HE'S *HERE.!* IT'S THE HEAD HONKY *HIMSELF!*

YOU'RE FLIPPIN' WELL *RIGHT* I'M HERE, BIG MOUTH--'CAUSE THIS IS WHERE I *BELONG.!*

WHICH IS A BLAMED SIGHT MORE THAN *YOU* CAN SAY!

LOOK, LITTLE MAN--WE *GOT* SOMETHIN' TO *SAY*--AND I FIGGER YOU BETTER *LISTEN.!*

I DO THE FIGURING HERE.!

YOU GOT SOMETHING ON YOUR MIND.? WRITE US A *LETTER!*

NO ONE TELLS *ME* HOW TO RUN MY PAPER.! *NO ONE.!*

YOU A MIGHTY BIG *TALKER,* MAN.! HOW 'BOUT LISTENIN' TO WHAT *WE* GOT TO--*HEY.!*

THE BUGLE'S BEEN FIGHTING FOR *CIVIL RIGHTS* SINCE BEFORE YOU WERE *BORN.!*

BUT *I* GOT CIVIL RIGHTS, *TOO.!* AND NOBODY'S MESSIN' *AROUND* WITH THEM.! *NOBODY.!*

DON'T *THREATEN* ME.! I'VE BEEN THREATENED BY *EXPERTS.!*

HE SWUNG AT *JOSH!*

GET 'IM!

JOSH! BACK *OFF!* IT'LL START A *RIOT*-- SOMEONE'LL GET *HURT!*

IT'S NOT WHAT WE *WANT,* HEAR?

TAKE *OFF,* MAN! THAT CAT'S *HAD* IT!

JAMESON DID IT *AGAIN!* THAT CROWD WOULD LIKE TO TAKE HIM *APART!* AND I KNOW HOW THEY *FEEL.*

--'CAUSE EVEN HIS *SMILE* CAN MAKE YOU *HATE* HIM!

SPIDER-MAN!

BUS STOP

LOOKS LIKE YOU BLEW IT *AGAIN.*

IF YOU COULD ONLY LEARN TO ZIP UP YOUR *GUMS!*

YOU SLIMY, WALL-CRAWLING *PUNK!*

YOU THINK I NEED ANY *HELP* FROM A CREEP LIKE *YOU?*

I DON'T *KNOW,*

WHAT KIND OF CREEP DO YOU *PREFER?*

MADISON AVENUE

EAST 50TH ST

MADISON AVE

EAST 5

YOU PROBABLY STEAMED 'EM *UP* DOWN THERE.

I DIDN'T *HAVE* TO! YOU'RE A ONE-MAN *HATE* CAMPAIGN.

BUT IF YOU THINK YOU CAN USE ME FOR *KNUCKLE* PRACTICE--

NO! DON'T! *STOP!* WH--WHAT ARE YOU *DOING?*

JUST CONSIDER IT A *PUBLIC SERVICE,* FLAT-HEAD--

WAIT! COME BACK! YOU--YOU CAN'T LEAVE ME LIKE THIS!

SORRY, SWEETIE-- BUT YOU'VE GOT BAD BREATH.

THEY'RE LAUGHING DOWN BELOW! AT LEAST I EASED THE TENSION OF THE CROWD.

HEY, MAN-- YOU REALLY GOT UP IN THE WORLD, HUH?

WE MIGHT AS WELL SPLIT NOW, RANDY! I GUESS WE MADE OUR POINT.

TAKE IT EASY, MR. JAMESON! I'VE GOT YOU.

TAKE IT EASY??!

YOU'LL SEE HOW I TAKE IT EASY!

NOW THERE IS ONE ANGRY CITIZEN.

JEWELRY

GIFTS

THAT'S THE LAST STUNT YOU'LL EVER PULL, WALL-CRAWLER!

I'VE GOT SOMETHING WAITING FOR YOU! YOU'LL SEE! YOU'LL SEE!

I DON'T LIKE THE WAY JONAH SAID THAT.

BUT THEN, I DON'T LIKE THE WAY HE SAYS ANYTHING.

ANYWAY, I CAN'T WORRY ABOUT JOLLY JAMESON ANYMORE.

I JUST REMEMBERED --I'M DUE AT THE APARTMENT RIGHT ABOUT NOW.

I'VE GOTTA GET THERE BEFORE HARRY ARRIVES.

HE'S GETTING OUT OF THE *HOSPITAL* TODAY, AND THE KIDS ARE TOSSIN' A *PARTY* FOR HIM.

AUNT MAY OFFERED TO PREPARE THE *REFRESHMENTS* 'N STUFF FOR US.

--AND I KNOW HOW SHE'LL *WORRY* IF HER FRAGILE LI'L *NEPHEW* DOESN'T SHOW UP ON TIME.

POOR AUNT MAY-- IT MUST BE *LONELY* FOR HER NOW THAT *MRS. WATSON* WENT TO THE *COAST* TO LIVE WITH HER SISTER.

IF I WAS A *NICE* GUY, I'D MOVE *IN* WITH HER AGAIN! BUT, MUCH AS I *LOVE* HER--

--I JUST *CAN'T.*

ANY FELLA MY AGE WANTS HIS *PRIVACY*--

EVEN GUYS WHO *DON'T* HAVE *SECRET IDENTITIES* TO PROTECT.

AND YET, I *KNOW* I'M BEING SELFISH.

NUTS! I'LL THINK ABOUT IT *LATER.*

MIGHT AS WELL TRY TO ENJOY THE *PARTY* NOW.

245

HI, PRETTY GIRL! HAVE YOU SEEN MY *AUNT MAY?*

SHE WAS SUPPOSED TO *BE* HERE, COOKIN' UP SOME *GOODIES.*

ONE OF THESE DAYS I'LL PUT *PEPPER* IN THAT ICING, YOU YOUNG *SCALLYWAG.*

WHEN WILL YOUR *FRIENDS* ARRIVE, PETER?

THERE'S THE *BELL!* MUST BE THEM *NOW.*

HI, P.P.! DID WE *MAKE* IT AHEAD OF HARRY?

COME IN, COME IN! YOU'RE JUST IN *TIME!* HE DIDN'T *GET* HERE YET.

WAIT'LL YOU SEE THE *SURPRISE* WE BROUGHT YOU, MAN O' MINE.

SURPRISE? WHAT DO YOU *MEAN,* GWENDY?

I GUESS SHE MEANS *ME,* PAL.

IT'S *FLASH!* HE'S *BACK!* HE'S BACK FOR *GOOD!*

WELL *WADDAYA* KNOW!

DON'T LET THE *THREADS* FOOL YOU! HE'S A REAL, LIVE *CIVILIAN.*

WELCOME BACK, FLASH! WE'VE ALL *MISSED* YOU.

YOU? I'LL *BET* YOU HAVE.

BYGONES ARE *BYGONES,* HERO! *THIS* TIME YOU TWO WILL BE *FRIENDS.*

FOR *YOU,* GWENDY? WHY NOT?

POOR LITTLE PETEY! THEY ALWAYS *DID* DIG EACH OTHER.

BUT *DON'T* WORRY-- *I* STILL LIKE YOU.

HEY-- *HOLD* IT.

NOW *LOOK,* M.J.--

THERE HE *IS!* IT'S *HARRY!*

PETER-- ARE YOU--?

IT'S FOR *YOU*, SON. IT'S A *SURPRISE PARTY.*

OH! THERE-- THERE'S A WHOLE *CROWD* HERE.

WELCOME HOME, ROOMMATE! IT'S *YOUR* TURN TO TAKE OUT THE GARBAGE.

WE *MISSED* YOU, PUSSYCAT--IN CASE YOU HAVEN'T GUESSED.

GOSH, I--I DON'T KNOW WHAT TO *SAY...*

YOU *DON'T?* THEN HOW ABOUT BREATHING ON *JONAH JAMESON?*

MAYBE IT'LL BE *CONTAGIOUS.*

AND LOOK WHO'S *ALSO* BACK-- *FLASH THOMPSON!*

IT'S ALL TOO *GOOD* TO BE TRUE.

SOMETHING'S *WRONG!* I CAN *SENSE* IT.

HARRY'S ON THE ROAD TO RECOVERY. BUT *FLASH*--THERE'S SOMETHING *ABOUT* HIM--SOMETHING *OMINOUS!*

BUT, PETE HAS AN EVEN DEADLIER PROBLEM--'THOUGH HE DOESN'T YET SUSPECT IT! LET'S FIND OUT BEFORE HE DOES--

IT'S *LATE* --AND IT'S *DARK.*

NO ONE'S APT TO *SEE* ME HERE.

COME *IN*, JAMESON! EVERY-THING'S *READY.*

IT *SHOULD* BE! I *PAID* YOU ENOUGH.

I'M INTERESTED IN *MORE* THAN MONEY.

IMPOSSIBLE! NOBODY CAN.

WHAT ABOUT THE *ROBOT?*

I HATE *SPIDER-MAN* AS MUCH AS *YOU* DO.

IT'S RIGHT *BEHIND* YOU! *LOOK--*

YOU *BLEW* IT, SMYTHE! I PAID YOU FOR A *ROBOT.*

AND *THAT'S* WHAT YOU'RE *GETTING.*

BUT *THIS* TIME WE WON'T *FAIL,* AS WE DID TWICE IN THE *PAST.* *

THIS TIME I DIDN'T REPEAT MY PREVIOUS *ERRORS.*

SPIDER-MAN WAS ABLE TO *BEAT* A *HUMAN-SHAPED* ROBOT.

*YOU READ ALL ABOUT IT IN SPIDEY #'S 25 AND 58, RIGHT? IF YOU MISSED 'EM, YOU CAN'T COME TO AUNT MAY'S NEXT PARTY! --STERN STAN.

YOU MEAN A ROBOT SHAPED LIKE A GIANT *SPIDER* WILL BE TOO *MUCH* FOR HIM?

THAT'S THE *SIZE* OF IT, JAMESON.

HOW CAN YOU *PROVE* IT?

JUST *WATCH--*

GLICK!

IT--SHOOTS OUT *WEBBING*--JUST LIKE *HE* DOES!

CORRECTION! *FASTER--STRONGER--* AND *DEADLIER.*

IT CAN *BEAT* SPIDER-MAN AT HIS *OWN* GAME.

IT *THINKS*--AND *STRIKES*--WITH UNCANNY *SPEED.*

IT EVEN *CLIMBS* BETTER THAN HE CAN.

OKAY! I'M *CONVINCED!* LET ME *DOWN*

I *LOVE* IT! I *LOVE* IT! I'LL *TAKE* IT.

THIS TIME THE WEB-HEAD IS *FINISHED.*

OKAY! WE'VE SET THE SCENE AND FINISHED THE INTROS. NOW, WHAT SAY WE GET TO THE ACTION? IT'S THE NEXT DAY, AND JOLLY JONAH JUST CAN'T WAIT TO PLAY WITH HIS STRANGE NEW TOY--

SMYTHE WAS A FOOL TO RENT ME THIS ROBOT SO CHEAP.

I'D HAVE PAID TWICE WHAT HE ASKED ME FOR IT--BUT I'M NOT TELLING HIM.

ANYWAY, IT'S START-ING TO GET DARK NOW, SO I'D BETTER KEEP MY EYES OPEN...

IF THAT WALL-CRAWLING WEASEL'S ON THE PROWL TONIGHT, THE SPIDER-SLAYER WILL FIND HIM.

IT'S GOT ENOUGH BUILT-IN ELECTRONIC CIRCUITRY TO HANDLE A DOZEN CRUMMY MASKED MISFITS.

AT LEAST, THAT'S WHAT SMYTHE TOLD ME.

AND, SINCE HE'S THE ONE WHO BUILT IT, I GUESS HE OUGHTTA KNOW.

THWIPP!

WOW! I'M IN LUCK-- HE'S SPOTTED HIM ALREADY.

HE'S EVEN GOT SOME KIND OF BUILT-IN NULLIFIER--SO THAT THE WEB-HEAD WON'T KNOW HE'S BEING FOLLOWED.

GOTTA HAND IT TO SMYTHE. HE THINKS OF EVERYTHING.

I'LL FIX IT SO I CAPTURE HIM ALIVE.

SO I CAN ENJOY LAUGHING IN HIS FACE WHEN THE POLICE UNMASK HIM.

HE'S RIGHT *UNDERNEATH* ME NOW.

SO HERE'S WHERE I *GET* HIM.

HEY! WHAT'S GOING *ON?* THE CONTROL'S *JAMMED.* I CAN'T *MOVE* IT!

OF *ALL* THE TIMES FOR *THIS* TO HAPPEN!

IT'S LIKE GETTING A *WRIST CRAMP* JUST WHEN YOU'RE ABOUT TO SWAT A *FLY.*

AH, *THERE* IT IS! *NOW* IT'S WORKING AGAIN.

BUT--HE'S SWINGING *AWAY--* ONTO THE NEXT BUILDING.

WELL, *I* SHOULD WORRY. I'LL GET HIM SOONER OR LATER. HE CAN'T ESCAPE THE *SPIDER SLAYER.*

OKAY--THIS IS *IT!* ONE FAST *LUNGE* AND I'LL *HAVE* HIM.

HAH! AND HE DOESN'T EVEN KNOW I'M *HERE.*

OH NO! IT STALLED AGAIN!

IT'S ALMOST LIKE IT DOESN'T WANT TO CATCH SPIDER-MAN TOO FAST!

WHAT THIS IS DOING TO MY POOR, DELICATE NERVES!

WHEN I GET MY HANDS ON THAT IDIOT SMYTHE, I'LL DEMOLISH HIM!

MEANWHILE, OUR FRIENDLY NEIGHBORHOOD SPIDEY BLITHELY SWINGS AROUND TOWN, UNAWARE OF THE MONSTROUS MENACE CLOSE BEHIND! WHAT'S HE UP TO? LET'S LISTEN IN--

ALL OVER TOWN--THESE MYSTERIOUS LITTLE GADGETS SITTING ON ROOFTOPS.

I NEVER SAW THEM BEFORE! WHO PUT THEM HERE--AND WHY?

SUDDENLY, IN ANOTHER PART OF THE CITY, ANOTHER FINGER PRESSES A MASTER CONTROL BUTTON, AND THEN--

GOOD! IT'S WORKING AGAIN.

AND HE'S STILL IN SIGHT.

IT WAS TOO SOON! I HAVE TO WAIT TILL THEY REACH THE RIGHT PLACE.

NOW I'LL GET HIM! NOW!

CLICK!

PU-KOW!

WOW! WHAT'S THAT?

A GIANT MECHANICAL SPIDER-- ATTACKING ME!

NOW I'VE GOT YOU, WEB-HEAD!

JAMESON'S IMAGE-- IN HIS EYES!

WHERE'VE I SEEN THAT BEFORE?

OF COURSE! SMYTHE'S OLD ROBOT!

JAMESON MUST'VE PAID HIM TO REDESIGN IT--

IT EVEN SHOOTS WEBBING LIKE I DO.

THWAP!

BUT TWO CAN PLAY AT THAT GAME!

SURPRISED, SMART GUY? MY SPIDER-SLAYER IS EQUIPPED WITH A FOOLPROOF WEB-CUTTER!

SNIPP!

HOW ABOUT FRONT DISC BRAKES? OR A VINYL ROOF?

I DON'T GET IT--

WHY WOULD SMYTHE DESIGN ANOTHER ROBOT TO FIGHT ME?

I'VE ALREADY BEATEN THE OTHER TWO HE COOKED UP BEFORE.

HE DOESN'T NEED THE MONEY JONAH MIGHT PAY HIM.

SO WHAT'S HIS MOTIVE?

THAT GIVES ME *TWO* PROBLEMS TO WORRY ABOUT--

THOSE STRANGE ROOFTOP *GIZMOS* --AND SMYTHE'S REAL *MOTIVE!*

BUT, *SMYTHE* COMES FIRST! SO, *WHATEVER* HIS GAME IS--

--HERE'S WHERE OL' *SPIDEY* KNOCKS IT FOR A *LOOP!*

WOK

WELL WADDAYA *KNOW?*

I DIDN'T EVEN *BRUISE* IT!

BUT I ALMOST KAYOED MY *KNUCKLES!*

BETTER STAY OUT OF ITS *WAY* TILL I CAN DREAM UP A *BATTLE PLAN.*

THIS *CHIMNEY'LL* SHIELD ME FOR A WHILE.

YOU CAN'T HIDE FROM *ME!*

OH *NO!*

HE JUST CRASHED HIS WAY RIGHT *THRU* IT!

BUT WHY DID HE KEEP *GOING?*

WHY DIDN'T HE *ATTACK* ME?

HE KEEPS FORCING ME TO HEAD *EAST--*

IT'S AS IF HE'S TRYING TO *HERD* ME--TOWARDS A SPECIAL *DESTINATION.*

NOW WHAT'S WRONG?

I KEEP PRESSING THE *CAPTURE* BUTTON--

--BUT THE BLASTED THING DOESN'T *RESPOND!* IT KEEPS *TOYING* WITH HIM!

HE FORCED ME TO THE EDGE OF THE *ROOF--*

AND NOW-- HE'S BRACING TO *ATTACK!*

HE'S ABOUT TO UNLEASH HIS *WEBBING!*

BUT I CAN USE *MINE*--TO TANGLE IT UP!

ZIST

OKAY, SO YOU SNARED THE *WEBBING--*

BUT THERE'S *NO WAY* TO STOP A POWERHOUSE *CHARGE!*

HE'S-- FORCING ME *BACK*-- LIKE A *PILE-DRIVER!*

HE'S TRYING TO SHOVE ME RIGHT THRU THE *WALL!*

AND-- I CAN'T *STOP* 'IM! HE--HE'S GONNA *DO* IT!

ALL RIGHT, SPIDER-MAN, *GIVE UP!* YOU HAVEN'T A *CHANCE!*

MY SPIDER-SLAYER'S *TOO MUCH* FOR YOU!

FORGET IT, LIVER-LIPS! NO OVERGROWN TIN *COOTIE* IS GONNA BEAT *ME!*

THOK

HAH? SEE? YOU CAN'T *HURT* IT-- NO MATTER *WHAT* YOU DO.

IT'S STILL FORCING ME *BACK*-- TRYING TO PUSH ME INTO *HERE.*

IT'S SOME SORT OF *RESEARCH HALL*--FILLED WITH GIANT *COMPUTERS!*

NOW--IT'S BACKING *OFF*-- AS IF IT HAS ME WHERE IT *WANTS* ME.

I'VE *WON!* I'VE *WON!* I'VE BEATEN HIM AT *LAST!*

US FEARLESS *GOOD GUYS* NEVER LOSE!

I DON'T KNOW WHY THE ROBOT SHOVED HIM INTO THAT *BUILDING*-- I DIDN'T *STEER* IT THAT WAY-- BUT WHO *CARES*?

AS LONG AS SPIDER-MAN'S *BEATEN*, I--*UH OH!*

HE'S GETTING *UP* AGAIN! BUT I'LL FIX *THAT*--

OKAY, RUSTPOT! FIRST I'LL PLUG UP YOUR *WEB-SHOOTER*-- LIKE SO!

THWOP!

AND *NOW*, FOR THE BENEFIT OF A CERTAIN, CIGAR-CHEWING *HYENA*--

I'M GONNA *TAME* THIS OVERSIZED TINKERTOY ONCE AND FOR *ALL*!

THUNK!

IT KEEPS RUNNING AROUND THIS *ONE* ROOM!

BKOMP!

IT DOESN'T WANT TO *LEAVE*! BUT-- *WHY*?

ONCE AGAIN, ANOTHER HAND--FAR MORE SKILLFUL THAN JAMESON'S--MANIPULATES A SENSITIVE MASTER CONTROL, AND--

SKRAKKK

I HAVE HIM WHERE I WANT HIM, SO I'LL PUT AN END TO THIS--RIGHT NOW!

UNNHHH!

BTOK!

THE ROBOT SWERVED--LIKE LIGHTNING! IT KNOCKED HIM OFF BY RACING UNDER A LOW-HANGING PIPE!

BUT I DIDN'T STEER IT IN THAT DIRECTION!

IF IT WASN'T JUST A MACHINE, I'D SWEAR IT HAS A MIND OF ITS OWN!

HEY! I DON'T GET IT!

NOW IT'S NOT RESPONDING TO ANY OF MY COMMANDS! IT'S LIKE MY CONTROL PANEL'S GONE DEAD!

BUT THINGS MIGHT BE CLEARER IF JAMESON COULD SEE THE PRIVATE LAB OF PROFESSOR SMYTHE--

GENTLY, MY PET--GENTLY! THAT'S IT!

TAKE THE ONE VITAL UNIT THAT I SO SORELY NEED!

THAT'S *IT!* DON'T *FAIL* ME!

NOW, *REMOVE* IT! REMOVE THE MOST *COMPLEX*, THE MOST *POWERFUL* COMPUTER ELEMENT EVER DEVISED!

THE ELEMENT WHICH WILL MAKE ME-- *MASTER* OF ALL!

GOOD! *GOOD!* YOU *HAVE* IT! IT'S *MINE* AT LAST!

AND, *BEST* OF ALL, NO ONE WILL BLAME *ME* FOR ITS THEFT! PROFESSOR SMYTHE WAS NOWHERE *NEAR* THE SPOT!

BUT, THAT ISN'T TRUE FOR-- *SPIDER-MAN!*

THE CONTROL PANEL'S *USELESS!* IT DOESN'T *WORK!*

THAT IDIOT *SMYTHE* CAN'T DO *ANYTHING* RIGHT!

BUT, AT LEAST I SAW *SPIDER-MAN* GETTING HIS LUMPS!

THEY CAN'T TAKE *THAT* AWAY FROM ME.

THE ROBOT'S *LEAVING*--RIGHT THRU THE SHATTERED *WALL* OF THE BUILDING!

BUT, HE HASN'T GOT *SPIDER-MAN!* HE'S LEAVING THE CRUMMY WEB-SWINGER *BEHIND!*

BLAST IT! WITH SPIDER-MAN'S *STRENGTH*, HE'LL BE *RECOVERING* SOON--

AND, IF HE TAKES OFF BEFORE THE *POLICE* GET THERE --I'LL HAVE *LOST* HIM!

BUT, SO *WHAT?* I'LL GET SMYTHE TO *FIX* THE ROBOT, AND WE'LL TACKLE HIM *AGAIN!*

SOONER OR LATER-- WE'LL *CRUSH* HIM!

BUT THE PROFESSOR'S PLANS ARE FAR DEADLIER, FAR MORE DARING, THAN EVEN JAMESON CAN SUSPECT--

ALL OVER THE CITY, LITTLE ELECTRONIC VIDEO-SCANNERS ON STRATEGICALLY PLACED ROOF-TOPS--

DESIGNED TO BE THE GREATEST CRIME PREVENTION WEAPON OF ALL TIME!

AS THE CITY'S SCIENTIFIC ADVISOR, I'M THE ONLY MAN--OUTSIDE OF THE POLICE--TO KNOW THEIR PURPOSE--

--BECAUSE I'M THE ONE WHO DESIGNED THEM! BUT, I DID IT FOR MY OWN SELFISH REASONS.

ISN'T THAT RIGHT, MY PET?

I COULD NEVER HAVE AFFORDED TO MANUFACTURE ANYTHING AS EXPENSIVE AS THE MASTER UNIT.

SO I ALLOWED THE CITY TO DO IT FOR ME! THEN, ALL I HAD TO DO WAS STEAL IT!

NOW, WITH THE MASTER UNIT IN MY POSSESSION, I ALONE CONTROL EVERY VIDEO-SCANNER THRUOUT THE CITY!

I CAN SEE EVERYTHING THAT THEY SEE--EVERY-THING THAT HAPPENS ANYWHERE WITHIN THEIR RANGE!

THERE'S NO ONE I CANNOT SPY UPON--NO SECRET I CANNOT LEARN!

INSTEAD OF SERVING TO PREVENT CRIMES, THE VIDEO-SCANNERS WILL MAKE ME THE GREATEST CRIMINAL OF ALL!

BUT FIRST, I HAVE TO TEST IT! I'LL ZERO IN ON MY MOST RECENT VICTIM--THE UNSUSPECTING SPIDER-MAN!

THERE! BY TRIANGULATING ALL THE IMAGES, I CAN ZERO-IN UPON MY TARGET IN A MATTER OF SECONDS.

I'M JUST IN TIME! HE'S STARTING TO RECOVER!

LITTLE DOES HE DREAM THAT A VIDEO-SCANNER FROM AN ADJACENT ROOFTOP IS MONITORING HIS EVERY MOVE!

"SOONER OR LATER HE'S GOT TO RE-MOVE HIS MASK! AND, WHEN HE DOES--"

"I'LL BE THERE-- TO DISCOVER HIS TRUE IDENTITY!"

"IT'S PERFECT! PERFECT! THE POLICE HAVE ARRIVED --THEY SEE HIM LEAVE THE COMPUTER COMPLEX! NOW HE'LL BE BE BLAMED FOR THE THEFT OF THE MASTER UNIT!"

59ST

NO PARKING

POLICE

HE'S LANDING ON ANOTHER ROOF! THE FOOL! HE THINKS HE'S SAFE--HIDDEN FROM PRYING EYES."

"THERE'S A PILE OF CLOTHING WEBBED NEARBY! HE MUST HAVE LEFT IT THERE! IT MEANS--HE'S GETTING READY TO UNMASK!"

THIS IS IT! AT LAST! AT LAST I SEE WHO SPIDER-MAN REALLY IS!

NOW ONLY ONE QUESTION REMAINS--

WHO'LL CRUSH HIM FIRST? THE POLICE-- OR THE POWER OF PROFESSOR SMYTHE?

CONTINUED NEXT ISSUE!

'IF YOU CAN BEAR THE SHOCKS!

SPIDER-MAN

MARVEL COMICS GROUP™

20¢ 106 MAR 02457

the AMAZING SPIDER-MAN™

APPROVED BY THE COMICS CODE AUTHORITY

HOW DOES OUR HERO GET OUT OF *THIS?*

REVEALED! THE FACE OF PETER PARKER!

J.R+F.G

SQUASH! GOES THE SPIDER!

THE AMAZING SPIDER-MAN!™

SQUASH! GOES THE SPIDER!

MY SPIDEY SENSE-- IT'S TINGLING LIKE MAD! THERE MUST BE DANGER NEAR!

THAT GADGET -- ON THE EDGE OF THE ROOF! I-- I DIDN'T NOTICE IT BEFORE!

IT'S SOME SORT OF A SPY-LENS DEVICE

AND IT MUST HAVE SEEN ME-- WITH MY MASK OFF!

STORY: STAN LEE
ART: JOHN ROMITA
INKS: FRANK GIACOIA
LETTERING: SAM ROSEN

THAT MEANS-- WHOEVER'S MONITORING IT KNOWS WHO I AM!

834Z

I'VE GOT TO PUT IT OUT OF COMMISSION -- BUT FAST!

MAYBE I WAS LUCKY--

MAYBE NO ONE WAS LOOKING FOR THE BRIEF SECOND I HAD MY MASK OFF!*

THWASK!

*A BRIEF SECOND TO SPIDEY, YEAH-- BUT IT TOOK US A WHOLE PANEL AND THIRTY-ONE WORDS OF DIALOGUE TO SHOW IT LAST ISH, REMEMBER? --NIT-SPLITTING STAN.

AND, AT THE TYPICAL "MAD SCIENTIST" LAB OF THE SINISTER PROFESSOR SMYTHE---

SPIDER-MAN BLOCKED THE VIEW-SCREEN--- BUT HE'S TOO LATE!

I ALREADY SAW WHAT HE LOOKS LIKE-- WITHOUT HIS MASK!

I'M NOT TINGLING ANYMORE-- SO THIS MUST HAVE BEEN THE DANGER.

BUT HOW WILL I **KNOW** WHETHER IT SAW MY **REAL FACE** OR NOT?

NUTS! I OUGHTTA **SMASH** IT INTO THE MIDDLE OF---

HEY! WAIT A MINUTE!

IT SAYS "**PROPERTY OF THE N.Y. POLICE DEPT.**"!

DOES THAT MEAN THE **LAW'S** BEEN TRACKING ME?

I THOUGHT IT WAS **PROFESSOR SMYTHE--**

I FIGURED IT HAD SOMETHING TO DO WITH HIS **ROBOT** ATTACKING ME*

THWIPP!

* IT HAPPENED LAST ISH, ALSO. BUT WE DON'T HAVE TO TELL **YOU!** -SMUG STAN.

WOW! THERE ARE **OTHER** SCANNERS-- ON ALMOST EVERY ROOFTOP!

CAN'T PUT 'EM **ALL** ON THE BLINK.

BUT I CAN'T TAKE **CHANCES!** WHAT IF THEY **DID** SEE MY FACE?

I'VE GOT TO **DO** SOME-THING-- **FAST!**

I HAVE IT!

IT'S KINDA FAR-OUT-- BUT IT JUST MIGHT WORK!

I'LL NEED EQUIPMENT! I KNOW! DOC CONNORS' LAB!

SPIDER-MAN!

WHAT BRINGS YOU HERE, OLD FRIEND?

I WAS HOPING YOU'D ASK!

I'M IN A LITTLE JAM, DOC-- I CAN USE A PLACE TO WORK FOR A WHILE.

YOU'VE GOT IT, SPIDEY!

JUST MAKE YOURSELF AT HOME.

I-- REALLY APPRECIATE THIS, DOC!

KNOCK IT OFF, MISTER! AFTER ALL YOU'VE DONE FOR ME--!

I'LL LEAVE YOU ALONE NOW! IF THERE'S ANY-THING YOU WANT, JUST HOLLER.

I GUESS MY CAREER HASN'T BEEN A TOTAL WASTE.

NOT WHEN I CAN CALL A GENT LIKE THAT MY FRIEND.

I KNEW THAT IF ANYBODY HAD THE MATERIAL I NEED, DOC CONNORS WOULD!

I'VE GOTTA BE CAREFUL-- MIX IT JUST RIGHT.

NOW, JUST A LITTLE GREASE ON MY FACE--

* LIKE WE'VE SHOWN YOU OVER THE YEARS! TAKE OUR WORD FOR IT, OKAY? -- STAN.

MINUTES LATER---

EASY-- EASY-- HAVE TO MAKE A *SOLID* MOLD.

NOW-- JUST A FEW MINUTES AND IT'LL BE *READY.*

IT'LL BE *PERFECT* ONCE I ADD SOME BLACK PAINT FOR THE EYE-BROWS AND HAIR.

THANKS, DOC! YOU WERE A LIFE-SAVER.

I LEFT EVERY-THING JUST LIKE I FOUND IT.

TOO BAD! I WAS HOPING YOU'D *TIDY* THE PLACE UP.

ANYWAY, GLAD I WAS ABLE TO HELP.

IT'S HARD TO BELIEVE THAT HE'S REALLY THE DEADLY *LIZARD.*

OH WELL, THAT'S *ANOTHER* STORY.*

*AND WE HAVEN'T TIME FOR IT *NOW!* -- STAN

NOW, THE *FIRST* THING I'VE GOTTA DO IS UNLOAD MY *THREADS* AGAIN, AND THEN KEEP MY *FINGERS* CROSSED.

BOY! THERE'S NEVER A DULL MOMENT.

AND, SPEAKING OF *DULL MOMENTS,* LET'S VISIT JOLLY OL' *J. JONAH JAMESON*---

BLAST IT! I LOST *CONTROL* OF SMYTHE'S CRUMMY *ROBOT* AGAIN!

WHAT'S GOING *ON* HERE?

OH NO! NOW THE BLAMED THING JUST WENT UP IN SMOKE!

IT'S A FAKE! I'VE BEEN ROBBED! I--I'LL SUE 'IM!

WHAT HAPPENED, JJ? ANYTHING WRONG HERE?

NOTHING, ROBERTSON-- NOTHING WRONG!

JUST A LITTLE SMOKE, THAT'S ALL!

DIDN'T YOU EVER SEE A LITTLE SMOKE BEFORE?

YEAH! BUT NOT IN THE OFFICE OF THE DAILY BUGLE--AFTER I HEARD A SMALL EXPLOSION BEHIND YOUR DOOR!

DON'T BE AN ALARMIST, ROBBIE! I HATE CITY EDITORS WHO ARE ALARMISTS!

OKAY, JJ-- IF YOU DON'T WANNA TALK ABOUT IT

BUT DID YOU HEAR ABOUT THE NEW TV SCANNERS THE POLICE INSTALLED AROUND TOWN?

IT SEEMS THE MASTER CONTROL UNIT WAS STOLEN LAST NIGHT

WELL? DON'T JUST STAND THERE! WRITE IT UP-- WRITE IT UP!

DO I HAVETA DO EVERYTHING AROUND HERE?

AND, BACK TO THE SNEERING, SNICKERING SMYTHE---

THAT FOOL JAMESON! HE'LL NEVER LEARN!

AS IF I HAD ANY INTEREST IN HELPING HIM!

ALL I WANTED WAS HIS CRINKLY GREEN MONEY!

AND NOW THAT I GOT IT, I CAN CONTINUE WITH MY OWN MASTER PLAN!

I MUSTN'T KEEP THE OTHERS WAITING TOO LONG.

WELL, WELL-- THE FOUR *TOP* GANG LEADERS OF NEW YORK!

I'M *FLATTERED* THAT YOU ANSWERED MY *SUMMONS*, GENTLEMEN

GET TO THE *POINT*, SMYTHE! WE DON'T COOL OUR HEELS FER *NOBODY*!

WE ONLY *SHOWED* 'CAUSE YA SAID IT WOULD BE WORTH *MILLIONS* TO US

AND YA BETTER NOT BE *KIDDIN'*, MISTER!

YOU WILL NOW LEARN THAT PROFESSOR SMYTHE DOES *NOT* KID!

COME! PLEASE STEP INTO MY *SANCTUM*

OKAY! OKAY! BUT TALK *ENGLISH*, LIKE EVERYONE *ELSE*, HUH?

HERE! SCAN THE CITY ON MY *VIEW SCREEN*

INTERESTING, ISN'T IT?

WHAT'SA BIG DEAL? WE CAN SEE *BETTER* ON A NICKLE PICTURE *POSTCARD*

THAT'S WHAT *YOU* THINK, GENTLEMEN! JUST KEEP *WATCHING*

HEY, MAN--- IF THIS IS SOME KINDA WISE-GUY *PUT-ON*--

WE DIDN'T *COME* HERE TA LOOK AT *PICTURES*

YA BETTER *TALK*, SMYTHE! HOW'S *THIS* GONNA BE WORTH *MILLIONS* TO US?

DON'T YOU **GET** IT? THIS IS THE **SCANNER SYSTEM** I DESIGNED FOR THE **POLICE DEPARTMENT**--- SO THEY COULD **OBSERVE** EVERYTHING THAT HAPPENS IN THE CITY!

LOOK! AT THE TWIST OF A DIAL WE CAN PICK UP THE ROUTE OF AN **ARMORED CAR** --- WE CAN SEE WHERE THE **COPS** ARE ON GUARD-- AND WHERE THEY'RE **NOT.**

SUPPOSE WE PLAN A **BANK ROBBERY?** BY WATCHING THE **SCANNER,** I CAN RADIO YOUR MEN WHICH **STREETS** TO TAKE IN MAKING THEIR **GETAWAY!**

IN **OTHER** WORDS-- YOU'LL ALWAYS BE A JUMP **AHEAD** OF THE POLICE! THEY'LL **NEVER** CATCH YOU!

HEY! IT'S BEGINNIN' TO SOUND **GOOD!**

BUT IF YOU DESIGNED THIS FOR THE **FUZZ**-- HOW COME **YOU** GOT CONTROL?

EASY! USING MY **ROBOT,** I MANAGED TO STEAL THE VITAL **MASTER CONTROL UNIT!** THAT MAKES **ME** THE ONLY ONE WHO CAN **OPERATE** IT!

HUH? **WHAT** ROBOT?

WE'LL COME TO **THAT** LATER!

FIRST, LET ME SHOW YOU HOW **NOTHING** CAN ESCAPE ME WHILE I CONTROL MY **SCANNERS**--

A SIMPLE TWIST OF THE **DIAL,** AND I LOCATE **SPIDER-MAN** ONCE AGAIN!

HEY! THAT THING'S **DYNAMITE!**

THERE! WE SEE HIM **UN-MASKED!** HOW'S **THAT** FOR--? **WAIT!** WHAT'S HE **DOING?**

WHY IS HE TUGGING AT HIS **FACE?**

UNMASKED, MY **FOOT!** IT **WAS** A MASK HE WUZ WEARIN'! HE'S **WAVIN'** IT LIKE HE **KNOWS** WE'RE WATCHIN'!

THAT AIN'T HIS **REAL** FACE! 'N EVEN IF IT **WAS** -- SO WHAT?

HE LOOKS LIKE ANY OF A **MILLION** GUYS! WE **STILL** WOULDN'T KNOW WHO HE IS.

HE MUSTA **KNOWN** YOU WUZ WATCHIN'! HE'S PUTTIN' YA **ON!**

THE WEB-SLINGER'S **CLEVER!** I **UNDER-ESTIMATED** HIM.

BUT IT DOESN'T **MATTER!** I CAN TRACK HIM DOWN **ANYTIME!**

THE **IMPORTANT** THING IS-- YOU'VE SEEN HOW THE SCANNER **WORKS**

YEAH, BUT I DON'T LIKE **SPIDER-MAN** KNOWIN' ABOUT IT, **TOO!**

HE'S TOO **DANGEROUS!** WE DON'T TALK **BUSINESS** TILL YA PUT 'IM UNDER **WRAPS!**

I **HOPED** YOU'D SAY THAT!

THAT'S WHERE MY NEW **ROBOT** COMES IN!

UNTIL **NOW,** I'VE ONLY **TOYED** WITH THE MASKED WALL-CRAWLER, USING A **SMALL** PROTOTYPE ROBOT WHICH WAS OPERATED BY **REMOTE CONTROL!** BUT **NOW**--

AWRIGHT! AWRIGHT! WE DON'T WANT YER WHOLE **LIFE STORY!**

I'M ONLY TRYING TO EXPLAIN THAT I WILL NOW USE A **GIANT** ROBOT SPIDER AGAINST MY FOE---

IF I WAS ABLE TO BEAT HIM **BEFORE,** WITH A **HALF-SIZE** SPIDER-SLAYER, IMAGINE WHAT I'LL DO WITH **THIS** ONE!

HE'S CLIMBIN' RIGHT **INSIDE** OF IT!

MAN! IT'S LIKE DRIVIN' A LIVING **TANK!**

IT CAN'T **MISS!** SPIDER-MAN'S **FINISHED** --AND **WE** TAKE OVER THE **CITY!**

BUT LUCKILY, OUR HERO STILL DOESN'T KNOW WHAT'S IN **STORE** FOR HIM---

I HOPE THAT **MASK ACT** DID THE TRICK.

WELL, IF IT **DIDN'T,** I'LL SOON ENOUGH **KNOW** ABOUT IT!

HEY! WHAT'S GOING **ON** THERE DOWN BELOW?

THERE'S ANOTHER *PROTEST RALLY* IN FRONT OF THE *BUGLE!*

I WONDER WHAT *THIS* ONE'S ALL ABOUT?

POLICE

DAILY BUGLE

NO BIG EARS

NO BIG BRO

WELL *WIGGLE MY WEBS* AND CALL ME *SHAKY*-- I CAN'T *BELIEVE* IT!

IT LOOKS LIKE JOLLY JONAH *HIMSELF* IS THE *LEADER* OF THE DEMONSTRATION!

NOW I GET IT! THEY'RE PROTESTING THE *TV SCANNERS* THAT THE POLICE HAVE INSTALLED.

DAILY BUGLE

SPY 'EYES' COVER CITY

I GUESS EVEN *JJ* STILL BELIEVES IN *PRIVACY!*

NO SPIES IN THE SKY!

EYES ON ALL

PRIVACY OR ELSE

WA UP

NO BIG BRO-

SOUL BROTHER NOT BIG BROTHER

OKAY! WHAT'RE YOU *WAITING* FOR? START *CHANTING!*

HEY, DAD-- IS THAT FOR *REAL?* OL' *JAMESON* LEADIN' THE PROTESTORS?

YOU BETTER *BELIEVE* IT, RANDY! HE'S A *BUG* ON CIVIL LIBERTIES.

DAI BUGI

STAY AWAK THEY WILL!

-- 'LONG AS THEY'RE NOT *SPIDER-MAN'S!*

I GUESS *NO ONE* LIKES BEING SPIED UPON--EVEN IF THE *MOTIVES* ARE GOOD.

WOW! I WISH I HAD LOADED MY *CAMERA!*

WHAT A *PICTURE*--- JOE ROBERTSON'S SON, *RANDY,* SIDE-BY-SIDE WITH *J. JONAH* HIMSELF!

AKE UP

PRIVACY OR ELSE!

MAYBE I OUGHTTA SWING DOWN AND SAY HELLO.

BRO

NO BIG BROTHER

WHAT THE HECK-- I'LL LEND THEM MY *MORAL* SUPPORT

RIGHT ON, GANG! I'M *WITH* YOU ALL THE WAY!

SPIDER-MAN!

WAR UP HEY LISTEN

STOP HIM! DON'T LET HIM *GET* ME!

STAY WAKE EY ILL!

PRIVA OR ELSE!

NO BIG BROTHER

JUST SOUL BROTHER

TOWN DEENS DENT

PAPPAS

GET YOU? YOU GOTTA BE KIDDING, CHUCKLES! I WOULDN'T TAKE YOU ON A BET!

DON'T BE FLIP WITH ME, PIN-BALL-HEAD!

YOUR DAYS ARE NUMBERED-- AND WE BOTH KNOW IT!

NO BIG BROTHER

YOU MAY HAVE ESCAPED SMYTHE'S ROBOT LAST TIME, BUT---

AH HAH! I WAS RIGHT! YOU AND THAT SKUNK SMYTHE WERE BEHIND THE ATTACK ON ME!

WE DON'T

PRIVACY OR ELSE!

YOU CAN SAY THAT AGAIN!

WHEN YOU FINALLY GET IT, YOU CREEP, I WANT ALL THE CREDIT THAT'S DUE ME!

I'M WITH YOU ALL THE WAY, SWEETIE

I WANT YOU TO GET WHAT'S DUE YOU, TOO!

AND IF I HAVE MY WAY, ONE OF THESE DAYS YOU WILL!

DON'T LET HIM GET AWAY! CATCH HIM! STOP HIM!

GLAD TO, JAMESON! JUST TELL US HOW

NUTS! WHY DO I EVEN WASTE MY BREATH ON THAT REFUGEE FROM A FUNNY FARM?

I'VE GOT LOTS BIGGER FISH TO FRY

FIRST, I'VE GOTTA FIND **SMYTHE** AND MAKE SURE HE DOESN'T **TACKLE** ME AGAIN WITH THAT CRUMMY **ROBOT** OF HIS---

HMMM--- MY **SPIDEY SENSE** IS QUIET---SO I GUESS NO ONE'S **WATCHING.**

AND THAT'S THE WAY I **LIKE** IT.

THEY'VE GOT THOSE SCANNERS ON ALMOST **EVERY** ROOFTOP!

I'LL BET IT WAS **SMYTHE** WHO TALKED THEM **INTO** IT.

HE'LL FIND **SOME** WAY TO TURN THEM TO HIS **OWN** ADVANTAGE.

BUT I BETTER TAKE **OFF** NOW--- WHILE IT'S STILL **SAFE** FOR ME TO GO.

I DON'T WANNA BE LATE FOR MY DATE WITH **GWENDY.**

STAIRWAY

OH, **HI** HARRY! DIDN'T THINK YOU'D STILL BE **UP.**

THE **DOC** WANTED YOU TO HAVE LOTS OF **SLEEP,** REMEMBER?

IS-- IS ANYTHING **WRONG?**

NOT **REALLY,** PETE.

I **TRIED,** BUT I JUST COULDN'T FALL ASLEEP.

ARE YOU **SURE** THAT'S ALL?

I GUESS IT'S THE EXCITEMENT OF BEING BACK FROM THE **HOS-PITAL** AND EVERY-THING.

WELL---

AS A MATTER OF FACT, PETE, I'VE BEEN KIND OF *WORRIED*--

YEAH--- THAT'S WHAT I *THOUGHT.*

IT'S *MARY JANE,* ISN'T IT?

YEAH! I-- I JUST CAN'T GET HER TO TAKE ME *SERIOUSLY* NO MATTER *HOW* I TRY.

MAYBE THAT'S THE *TROUBLE,* HARR.

WHAT DO YOU *MEAN?*

LOOK, I'M NO *DEAR ABBY*-- BUT WITH *SOME* CHICKS YOU CAN TRY *TOO* HARD.

YES! I-- I *THOUGHT* OF THAT.

IF *I* WERE YOU I'D *COOL* IT WITH HER! MAKE HER *WONDER* WHAT--- *HOLD IT!*

THAT SOUNDS LIKE MJ *NOW.*

HEY! THAT PIZZA SMELLS *OUTTASITE!*

YOU *KNOW* IT, MAN! WE BROUGHT IT FOR LITTLE *HARRY!*

COME 'N *GET* IT, SUNSHINE!

SAY, PETEYKINS-- I DIDN'T KNOW *YOU'D* BE HERE! THIS MAKES IT A REAL *PARTY!*

HOW'S ABOUT THEE AND ME CUTTIN' *OUT* AND--?

NO WAY, LADY.

I'M ON MY WAY TO PICK UP *GWENDY.*

OH, YOU LOST A *BET* AGAIN, HUH? POOR GUY!

THAT KIND OF LOSER I'D BE *ANY* TIME!

POOR HARRY! WHY DOES HE HAVE TO DIG A GAL LIKE *MJ?*

AND WHY WON'T SHE KEEP OFF *MY* BACK? SHE *KNOWS* WHAT IT MUST *DO* TO HIM!

MINUTES LATER---

GWENDY! DO YOU HAVETA LOOK SO VOOMY? I'M ONLY HUMAN!

DON'T FIGHT IT, MAN O'MINE! YOU MALE-- ME FEMALE--

THAT'S THE NAME OF THE GAME!

THE NAME OF THE GAME IS LOVE, LADY! I'M OFF MY ROCKER OVER YOU!

CAREFUL, DARLING! I'LL THINK YOU'RE TRYING TO TELL ME SOMETHING.

WELL, WHERE'LL WE GO TONIGHT, MA'AM? THE GARDEN OF EDEN? THE MOON? YOU NAME IT!

FLASH? BUT-- BUT THIS IS SUPPOSED TO BE OUR DATE, HONEY!

I--THOUGHT WE'D DROP IN AND VISIT FLASH! HE HASN'T LOOKED WELL SINCE HE RETURNED FROM VIET NAM.

OH, WE'VE A WHOLE LIFETIME AHEAD OF US, PETE! I'VE BEEN WORRIED ABOUT FLASH.

AND YOU BE NICE TO HIM WHEN HE COMES TO THE DOOR, HEAR?

SHUCKS! MAYBE I SHOULDA BAKED 'IM A CAKE!

ID

WHO'S TH--? OH! GWEN! PARKER!

HI, HANDSOME! WE WERE IN THE NEIGHBORHOOD, SO WE THOUGHT WE'D POP IN.

ID

OH--SURE. SURE- EH, COME IN---

FLASH, WHAT IS IT? WHAT'S THE MATTER? IS THERE ANYTHING WE CAN DO?

NAH--I'M OKAY! HONEST! I GUESS IT'S JUST TOUGH --GETTING USED TO BEING A CIVILIAN AGAIN.

ARE YOU SURE THAT'S ALL?

IT'S ALL! IT'S ALL! STOP BUGGIN' ME, WILLYA?

DO I HAVETA DO A SONG AND DANCE EVERYTIME I SEE SOMEBODY?

NO, FLASH! OF COURSE NOT! WE --ONLY MEANT---

I THINK WE BETTER BE GOING NOW.

YOU WERE RIGHT, GWENDY! THERE IS SOMETHING WRONG WITH HIM! HE'S JUST NOT THE OLD FLASH.

I KNOW, PETE! BUT-- WHAT CAN IT BE?

DO YOU THINK IT HAS SOMETHING TO DO WITH-- THE WAR?

IT'S HARD TO SAY, HONEY! ANYHOW, LET'S CONCENTRATE ON THE PICTURE.

TO THINK I WAS FEELING SORRY FOR HARRY! GWEN'S MAKING ME JUST AS JEALOUS AS HE EVER WAS!

GWENDY, WHY ARE YOU SO--- INTERESTED IN FLASH?

I'M NOT, PETE! I'M JUST WORRIED ABOUT HIM! THERE'S A DIFFERENCE, MAN!

ANTIQUES

HE'S A FRIEND, DARLING! JUST LIKE HARRY-- AND RANDY-- AND MARY JANE!

IF SOMETHING'S WRONG WITH A FRIEND, I'M UNHAPPY ABOUT IT! AREN'T YOU?

WOW, MISS STACY! I SUDDENLY FEEL LOWER THAN A WORM'S BELLY!

I USED TO THINK I JUST LOVED YOU FOR YOUR LOOKS--

BUT, Y'KNOW SOMETHING? YOUR SOUL'S AS BEAUTIFUL AS YOUR FACE, AND THAT'S SAYING A---

OH, SHUT UP, YOU CHATTERBOX-- AND KISS ME!

THEN, AFTER RELUCTANTLY CALLING IT A NIGHT WITH GWENDOLYN---

MAYBE FLASH IS STILL *AWAKE*

I CAN GET TO HIM *FASTER* AS--*SPIDER-MAN!*

THEN I'LL CHANGE *BACK* WHEN I *REACH* HIM!

IF THERE'S ANYTHING *SERIOUSLY* WRONG, HE'S MORE APT TO LEVEL WITH *PETER PARKER* IF GWENDY'S NOT AROUND

GWENDY! BOY, SHE'S THE *GREATEST* THING THAT EVER *HAPPENED* TO ME!

UH OH! I'M START-ING TO *TINGLE* AGAIN!

IT'S THE *SCANNER!* SOMEONE'S *WATCHING* ME!

WELL, LET 'IM *WATCH!* IT WON'T TAKE ME LONG TO GET OUT OF *RANGE!*

THWIPP!

OH *NO!* WHAT'S *THAT?*

I'LL JUST SWING AROUND THE *CORNER* AND---

A GIANT-SIZED WEB-- JUST WAITING HERE FOR ME!

THUPP!

BUT-- WHO COULD HAVE KNOWN I WAS COMING? AND-- WHO COULD HAVE SPUN IT IN TIME?

A WEB-LINE-- TANGLING ME UP IN IT!

BUT NOT EVEN I COULD WEAVE ONE SO FAST-- SO BIG -- SO STRONG!

NOW-- FUMES! FREEZING COLD-- CHILLING MY BLOOD -- SLOWING ME DOWN!

THEY'RE LIKE AN ETHYL CHLORIDE-TYPE GAS-- THE TYPE THAT CAN WEAKEN A SPIDER!

THEN, AS THE FUMES FINALLY *CLEAR*--

IT'S--IT'S THE *SPIDER-SLAYER!* BUT *NO!* IT'S FAR *BIGGER*-- FAR MORE *POWER-FUL-LOOKING!*

AND IT'S *TRAPPING* ME-- THE WAY THAT A *REAL* SPIDER CAPTURES-- AND *FREEZES* --ITS VICTIM!

SMYTHE'S FACE IN THE VIEW-SCREEN! THEN IT'S *HE* WHO'S CONTROLLING IT!

YOU SEEM *SURPRISED,* WEB-SLINGER

BUT YOU *SHOULDN'T* BE! AFTER ALL, I *SWORE* I WOULD ONE DAY *DESTROY* YOU

YOU HAVEN'T GOT ME *YET,* YOU CACKLING *CRETIN!*

I CAN *STILL* OUT-FIGHT A *ROBOT!*

A *ROBOT,* PERHAPS! BUT YOU'RE FIGHTING *PROFESSOR SMYTHE,* AS WELL!

SO *WHAT?* YOU'RE STILL GUIDING IT BY *REMOTE CONTROL,* FROM A SAFE DISTANCE *AWAY!*

THE ADVANTAGE IS *MINE!* I'M RIGHT ON THE *SCENE*-- COMING TO YOU *LIVE!*

THAT'S WHERE YOU MAKE YOUR BIG *MISTAKE!* -- YOUR *LAST* MISTAKE!

MY LITTLE PET IS SO *LARGE* THAT I'M OPERATING IT *PERSONALLY*-- RIGHT IN THE CONTROL *COCKPIT!*

IT'S YOUR *SUPERIOR* IN EVERY WAY-- *BIGGER, FASTER, STRONGER!*

AND I'M RIGHT *HERE* TO GUIDE IT--SO *NOTHING* CAN GO WRONG! YOU HAVEN'T A *CHANCE,* SPIDER-MAN!

HE'S *GOT* ME THIS TIME! AND -- HE *KNOWS* IT!

AND *NOW* WE PRESENT THE MOST *UNNECESSARY* PHRASE WE'VE EVER PENNED...

CONTINUED NEXT ISSUE!

FEATURING:
- THE CRIME OF THE CENTURY!
- SPIDEY'S AMAZING TRIUMPH!
- ANOTHER GREAT SHOCK ENDING!

SPIDER-MAN

MARVEL COMICS GROUP™

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the AMAZING SPIDER-MAN™

APPROVED BY THE COMICS CODE AUTHORITY

I'VE GOT *YOU* AT LAST!

IN THIS GREAT LAND-MARK ISSUE: YOU'LL THRILL TO..

SPIDEY'S GREATEST TRIUMPH!

THOUGH IT DOESN'T *LOOK* LIKE IT RIGHT NOW!

TRAPPED--BY THE TENTACLES OF DEATH!

THE AMAZING SPIDER-MAN!™

SPIDEY SMASHES THRU!

YOU'RE *FINISHED,* WEB-SPINNER! I'VE *BEATEN* YOU AT LAST!*

HE'S *RIGHT!* THAT ICY *ETHYL CHLORIDE SPRAY* HE DOUSED ME WITH HAS *WEAKENED* ME--SLOWED ME DOWN! I--CAN'T BREAK *FREE!*

MY ONLY *HOPE* IS TO KEEP HIM *TALKING*--TO LET HIM GO ON *BOASTING* AS LONG AS POSSIBLE--WHILE I WAIT FOR THE *FUMES* TO WEAR OFF!

HOW'D YOU *DO* IT, SMYTHE? YOU MAKE IT SOUND SO *EASY?*

*IT HAPPENED LAST ISH, BUT DON'T GET UPTIGHT IF YOU MISSED IT! WE'LL SPELL IT OUT AS WE ZOOM ALONG! (BUT DON'T LET IT HAPPEN AGAIN, HEAR?) --SENSITIVE STAN.

IT *WAS* EASY! NO STUPID COSTUMED FREAK CAN BE A MATCH FOR *PROFESSOR SMYTHE!*

PRODUCED BY:
STAN LEE & J. ROMITA
INKING: F. GIACOIA
LETTERING: ARTIE SIMEK
(ACADEMY AWARDS COMMITTEE, PLEASE NOTE!)

FASTEN YOUR SEAT-BELT, SPIDEY-FAN! THIS ONE'S LONG ON ***ACTION!***

852 Z

SPIDER-MAN-- CAUGHT IN A *WEB!*

HOW *BEAUTIFUL!* HOW POETICALLY *IRONIC!*

YOU THOUGHT YOU'D BE FIGHTING A MERE *ROBOT* AGAIN!

BUT I *FOOLED* YOU! I MADE MY *SPIDER SLAYER* BIG ENOUGH FOR ME TO *DRIVE*-- TO CONTROL *MANUALLY!*

JUST BECAUSE YOU'D BEATEN ME IN THE *PAST,* YOU THOUGHT YOU COULD DO SO *AGAIN!*

I *WANTED* YOU TO THINK SO! I *WANTED* YOU TO BE *OVER-CONFIDENT*

AND PROFESSOR SMYTHE *ALWAYS* GETS WHAT HE WANTS! *ALWAYS!*

*"THE **FIRST** TIME WE FOUGHT, I ALLOWED THAT ADDLE-BRAINED **JAMESON** TO CONTROL MY ROBOT--"*

WHY DON'T YOU *ANSWER* ME, WEB-HEAD? GO AHEAD-- *SAY* SOMETHING!

*"BUT YOU EASILY **OUT-FOXED** HIM--WITH A STUFFED AND DECOYED **COSTUME!**"**

IT'S *EMPTY!* HE-- HE *TRICKED* ME!

FROM **SPIDEY #25-- AS IF YOU'D EVER FORGET! --S.*

NOT REALIZING WHAT A **LOSER** HE WAS, I GAVE JAMESON A **SECOND** CHANCE--

--EMPLOYING A **LARGER**, MORE **POWERFUL** ROBOT AGAINST YOU!

THIS TIME I'LL **GET** YOU!

"BUT **AGAIN** THE ROBOT WAS OPERATED BY JAMESON VIA **REMOTE CONTROL**--"

ZAK!

"AND **AGAIN** YOU WERE TOO **SMART** FOR HIM-- TOO **FAST** FOR HIM--"

TELEPHONE

SKRUNCH

"AND YOU FINALLY HANDED US OUR **SECOND** DEFEAT--"

"--BY THE SIMPLE EXPEDIENT OF USING DOZENS OF **LIVE SPIDERS** TO SHORT-CIRCUIT MY ROBOT'S SPIDER-SENSING SYSTEM!"*

*FROM ISH #58! THOUGHT YOU HAD US, HUH? --S.

BUT *NOW* IT'S ALL *CHANGED!*

NOW I'M *PERSONALLY* DIRECTING THE ATTACK-- IN THE *LARGEST,* MOST *FOOLPROOF* ROBOT OF ALL!

AHHH, STARTING TO *SQUIRM* A BIT, ARE YOU?

HERE! HAVE SOME MORE *VAPORS* TO QUIET YOU DOWN!

SHHHHHOOOSHH!

OH *NO!* THE *FIRST* FUMES WERE JUST WEARING *OFF!*

HAVE TO BREAK *FREE*--BEFORE THE *NEW* SPRAY CAN AFFECT ME!

BUT--IT'S NO *GOOD!* I'M FEELING *WEAKER* ALREADY...

HE'S ENOUGH OF A *SCIENTIST* TO KNOW HOW--ETHYL CHLORIDE CAN SAP--MY SPIDER STRENGTH--

YOU'RE *HELPLESS,* WALL-CRAWLER-- *DRAINED* OF YOUR POWER! AND BOTH OF US *KNOW* IT!

I CAN *DANGLE* YOU BEFORE ME, LIKE A LIVING *TROPHY!*

MY *BRAIN*-- MY *ROBOT*-- HAVE *TRIUMPHED* OVER YOUR WITLESS SAVAGE *STRENGTH!*

HE'S BEARING ME OVER THE *ROOFTOPS*--BRINGING ME SOMEWHERE TO SUIT HIS PURPOSE!

BUT *WHERE?* WHERE IS HE *TAKING* ME? --AND *WHY?*

CLAKK!

CLANG!

CLAKK!

CLACKK!

CLANG!

MINUTES LATER--THE TIME HAS COME FOR BOTH **SPIDEY**--AND **US**--TO FIND THE **ANSWER**--

HEADS UP, YOU GUYS! HERE THEY COME!

AND IT LOOKS LIKE SMYTHE REALLY **MADE** IT!

YOU GENTLEMEN PROMISED TO GO ALONG WITH MY **PLAN** IF I DEFEATED SPIDER-MAN.

WELL, AS YOU CAN **SEE,** I'VE KEPT **MY** PART OF THE BARGAIN!

HE **DID** IT! THE WALL-CRAWLER'S **LICKED!**

OKAY, SMYTHE! **YOU** CALL THE TUNE.

GOOD! WITH **SPIDER-MAN** OUT OF ACTION, WE'LL HAVE ONLY THE **COPS** TO WORRY ABOUT!

AND WITH MY **SPY SCANNERS** ON EVERY ROOF-TOP, WE'LL ALWAYS BE A JUMP **AHEAD** OF THEM!

THOSE TV **SPY LENSES** THRUOUT THE CITY! I'D ALMOST **FORGOTTEN** ABOUT THEM!

YOU'LL HANDLE THE **BANK ROBBERY,** WHILE **I** STAY AT THE **VIEW SCREEN** AND TRANSMIT YOUR **ORDERS!** WE CAN'T **MISS!**

NOT EVEN **SMYTHE** KNOWS HOW GREAT MY **STRENGTH** IS! THE GAS IS STARTING TO **WEAR OFF!**

BUT IT'LL **STILL** TAKE MORE TIME--AND MY TIME MAY BE ALREADY RUNNING **OUT!**

NO! I'VE **GOT** TO COME THRU! I CAN'T LET IT **END** THIS WAY--WITHOUT SEEING **GWEN!**

AND, EVEN AS SPIDEY THINKS OF THE GORGEOUS **GWENDOLYNE**--

HEY, **GWENDY!** WE WANNA **SHOW** YOU SOMETHING.

S'CUSE ME, HARRY! **RANDY'S** CALLING.

AND WHY THE GENTLE *BELLOW,* MEN?

TRUCK ON *OVER,* PRETTY LADY! YOU GOTTA *DIG* THIS.

HMM?

HOW ABOUT THE WAY *JONAH JAMESON* MANAGED TO GET HIS UGLY *KISSER* IN THE PAPER?

AND WHO'DA THOUGHT A CREEP LIKE *HIM* WOULD JOIN THE PROTEST AGAINST THOSE *SPY-EYES* THE FUZZ STUCK ALL OVER TOWN?

NO!

NO!

NO BIG BRO

JOSH SAYS JAMESON'S *SMILING*--BUT I SAY SOMEONE WELDED HIS *TEETH* TOGETHER!

BEATS *ME* HOW PARKER CAN WORK FOR A NOWHERE CAT LIKE *HIM.*

HEY! WAS *PARKER* THE ONE WHO TOOK THIS PIC?

WITH *JONAH* IN THE FRONT LIKE THAT? *NO WAY!*

AND *SPEAKING* OF THE EVER-POPULAR, EVER-PASSIONATE *PETER PARKER,* DID ANY OF YOU HEROES HAPPEN TO *SEE* HIM LATELY?

UH UH! ANY *MESSAGE* IF WE DO?

SORRY, GROUP--THE MESSAGE *I'VE* GOT WAITING FOR HIM CAN'T BE DELIVERED BY *PROXY!*

MMMMM-- I *LIKE* THE WAY THE LADY *TALKS!*

I THOUGHT PETE WOULD *WAIT* FOR ME AFTER CLASS SO WE COULD ANKLE HOME TOGETHER.

I HOPE *MARY JANE* DIDN'T MANAGE TO REACH HIM *FIRST!*

SHAME ON YOU, MISS STACY! HOW CAN SUCH A *PRETTY* LITTLE CREATURE FEEL SO *JEALOUS?*

EASY-- WHEN *PETE'S* CONCERNED!

GWEN! CAN I *SPEAK* TO YOU FOR A MINUTE?

WHA--? OH, *FLASH--* IT'S *YOU!*

I JUST WANTED TO **APOLOGIZE**--FOR THE WAY I **ACTED** YESTERDAY--WHEN YOU AND **PARKER** CAME TO SEE ME*

IT'S ALL RIGHT, FLASH! YOU DON'T **HAVE** TO--

I **DO** HAVE TO! I **WANT** TO!

*YOU **GUESSED** IT: LAST ISH!--S.

AFTER ALL, GWEN--YOU KNOW HOW I **FEEL** ABOUT YOU--

I FEEL THE SAME **WAY,** FLASH! WE'RE **FRIENDS**--I WANT US TO **STAY** THAT WAY.

THAT'S--NOT WHAT I **MEAN!** YOU'RE **MORE** TO ME--THAN JUST A **FRIEND.**

WHAT--ARE YOU TRYING TO **SAY?**

NO--DON'T ANSWER! JUST **LISTEN**

YOU KNOW HOW **PETER** AND I **FEEL** ABOUT EACH OTHER! IT'S FOR **REAL,** FLASH!

BUT, I'VE A FEELING THERE'S SOME-THING **ELSE**--

THERE'S SOMETHING YOU'RE NOT **TELLING** ME!

I **CAN'T,** GWEN! I **WANT** TO, BUT I **CAN'T** TELL YOU--CAN'T TELL **ANY-ONE!**

IF YOU'RE IN **TROUBLE**--IF THERE'S ANY WAY PETER AND I CAN **HELP**--

PETER AND YOU! PETER AND YOU!

WOW--IF ONLY IT WERE THAT **SIMPLE!**

*BUT, SPEAKING OF **TROUBLE,** LET'S RETURN TO THE GUY WHO WROTE THE **BOOK**--*

HE SET THE ROBOT ON **AUTOMATIC**--TO **ATTACK** ME IF I TRY TO STRUGGLE FREE!

THE HOODS HAVE **LEFT!** SMYTHE IS **ALONE,** WORKING THE SPY SCANNER CONTROLS!

AND HE MADE SURE THAT **I'LL** BE OUT OF ACTION!

BUT I MUSTN'T LOSE MY COOL! I'VE BEEN IN *TOUGHER* SPOTS THAN *THIS* BEFORE--

THOUGH I CAN'T REMEMBER *WHEN!*

SMYTHE'S SO SURE I'M *TRAPPED,* HE DOESN'T EVEN BOTHER TO TURN AROUND!

CAN YOU ALL *HEAR* ME? GOOD! GOOD! THE COAST IS *CLEAR!* I'M MONITORING YOUR ENTIRE *ROUTE!*

JUST FOLLOW MY RADIO *INSTRUCTIONS,* AND THE BANK'S MILLIONS WILL BE *OURS!*

SMYTHE'S A *GENIUS!* ONCE WE HEIST THE *BANK,* HE'LL TELL US WHICH *STREETS* TO TAKE TO AVOID THE *FUZZ!*

YEAH! WITH HIM WATCHIN' 'EM THRU THEM *SPY SCANNERS,* IT'LL BE A *BREEZE!*

SO FAR SO *GOOD,* SMYTHE! WE'RE READIN' YA LOUD 'N CLEAR!

MORTE

REMEMBER, FOLLOW MY ORDERS *EXACTLY!*

THIS TIME THERE WILL BE *NO* SLIP UP! I'VE *SEEN* TO THAT!

I CAN'T WAIT ANY *LONGER!* HAVE TO BREAK FREE *SOMEHOW!*

IF I SWING *SILENTLY*-- GENTLY-- WITHOUT HIM *NOTICING*--

EASY--*EASY*--THE ROBOT'S *STIRRING!* HAVE TO BE MORE *SILENT!*

I'M STILL NOT *STRONG* ENOUGH TO BREAK THE ROPES, BUT--

IF I CAN DRAW MY LEGS *UP*--GET ENOUGH *SLACK*-- AND THEN--SNAP *BACK* AGAIN--

IT *WORKED!*

pTHik!

I *SNAPPED* IT LIKE A BULLWHIP!

HAVE TO KEEP *TWISTING* AS I FALL--TO MAKE THE BONDS *UNRAVEL*--

HURRY, SPIDEY-- *HURRY!* THE *ROBOT'S* GOING INTO ACTION!

*TWISTING, TURNING, SWAYING, WEAVING, THE INDOMITABLE **WEB-SPINNER** MANAGES TO AVOID THE CLUMSILY GRASPING **SPIDER-SLAYER** AS HIS OWN SUPER-HUMAN **STRENGTH** RETURNS WITH EVERY FRENZIED HEARTBEAT--*

MADE IT! NOW IF I CAN JUST AVOID THOSE METAL *CLAWS* FOR A FEW SECONDS MORE--

BTHUMM!

THE EFFECTS OF THE GAS--STILL HAVE ME FEELING WOOZY--

--BUT AT LEAST I'M FREE AGAIN!

I'VE GOT THE CHANCE I NEEDED--AND I'M NOT ABOUT TO BLOW IT.!

HE'S FREE! IT ISN'T POSSIBLE! BUT--HE DID IT!

I--I CAN'T LEAVE THE CONTROLS NOW--IT'S THE CRUCIAL MOMENT!

I'VE GOT TO COUNT ON THE ROBOT TO STOP HIM!

BUT--IT'S ONLY A MACHINE! WITHOUT ME TO GUIDE IT--

YOU'RE RIGHT, SMYTHE! NOW IT'S THE REAL SPIDER-MAN VERSUS A CLANKING KING-SIZE MOCK-UP!

THWIPP

SO YOU PAYS YOUR MONEY AND YOU TAKES YOUR CHOICE!

AND FROM WHERE I SIT, IT'S STRICTLY NO CONTEST!

DO YOU KNOW WHAT I'M CLOGGING HIS SENSORS WITH?

WEB FLUID! THICK GOBS OF IT!

--THE GENUINE KIND! ACCEPT NO SUBSTITUTES!

NOW, IF I CAN FIND WHAT I'M *LOOKING* FOR INSIDE THIS COCKPIT--

I *KNEW* IT! HE *HAD* TO HAVE A *PHONE* IN HERE!

I'LL ONLY NEED A FEW *SECONDS* --AND SMYTHE CAN'T COME OUT TO *STOP* ME!

THE *FOOL!* HE WASTED TIME IMMOBILIZING MY *ROBOT* INSTEAD OF TACKLING *ME!*

NOW IT'S TOO *LATE!* I'VE HAD TIME TO *PREPARE* MYSELF!

HE CAN'T AFFECT ME *NOW!*

OKAY! I DID WHAT I *HAD* TO! NOW IT'S *YOUR* TURN, SWEETIE

HEY! AT LEAST LOOK A LITTLE *WORRIED*, WILLYA?

WHY SHOULD I *WORRY?* I'LL SOON HAVE MY *MILLIONS*--

AND YOU'LL BE *NOWHERE* --AS YOU ARE RIGHT *NOW!*

THAT'S WHY HE WAS SO *UNFLAPPABLE!*

HE HAD THOSE SLIDING *STEEL DOORS* TO FALL BACK ON!

COUNT YOURSELF *LUCKY* TO ESCAPE WITH YOUR *LIFE!*

BUT DON'T START READING ANY *CONTINUED* STORIES!

ONCE THE *MONEY* IS MINE, I'LL RETURN TO *FINISH* YOU--FOR *KEEPS!*

THE *MONEY*, HUH? THOSE HOODS WON'T GET ANYWHERE *NEAR* THAT BANK IF *I* CAN HELP IT!

AND I'VE *ALREADY* STARTED TO HELP IT!

KLANG!

THEY ONLY DARED *TACKLE* THIS JOB 'CAUSE THEY FIGURED SMYTHE'S *SCANNERS* WOULD KEEP THEM ONE JUMP AHEAD OF THE *COPS!*

LOOK! SWINGING *PAST* US-- IT'S *SPIDER-MAN!*

GOOD! MY PHONE CALL *WORKED!* THEY *GOT* THE MESSAGE!

ALL THEY HAVE TO DO IS *DISMANTLE* THE SCANNERS, AND-- *HEY!*

FTIK-K-K

SPTANG!

I *FORGOT!* I'M STILL *WANTED!*

THEY'RE TAKING *POT SHOTS* AT THEIR FRIENDLY NEIGHBORHOOD *SPIDER-MAN!*

MAYBE I SHOULD'A TOLD 'EM WHO I *WAS* WHEN I PHONED

NAH, WHAT'S THE *USE?* NO ONE EVER *BELIEVES* ME!

ANYWAY, ALL THAT *MATTERS* IS--THEY'RE PUTTING THE SCANNERS OUT OF *OPERATION!*

BUT I SURE WISH THEY'D LET ME JOIN THEIR *GOOD-GUYS CLUB* FOR A CHANGE!

MEANWHILE--

TASK FORCE "A" CHECKIN' IN!

THIS IS GROUP "B" REPORTIN'.

THINGS A-OKAY WITH TEAM "C" HERE.

SQUAD "D"! NO TROUBLE YET!

WE'RE READY TO *HIT* THAT BANK IN LESS'N *SIX* MINUTES!

WE'LL *DIVVY* THE LOOT 'N ALL FOUR CARS'LL TAKE OFF IN A *DIFFERENT* DIRECTION!

LONG AS *SMYTHE* CAN TELL US WHERE THE *FUZZ* IS HEADIN', THEY'LL *NEVER* BE ABLE TA *NAB* US!

GOTTA *HAND* IT TO THOSE GUYS! THEY'RE NOT WASTING A *MINUTE* REMOVING THE SCANNERS!

SMYTHE SHOULD BE GETTING WIND OF IT ANY *SECOND* NOW-- AND *THEN* THE FUN BEGINS!

AND IF YOU THINK *WE'RE* ABOUT TO MAKE A LIAR OUT OF SPIDEY-- *FORGET* IT--

HEY! WHAT *GIVES?* THE CRUMMY MONITOR'S GOIN' *HAYWIRE!*

SOMETHIN'S *WRONG!* WE LOST THE *PICTURE!* WHAT'S GOIN' *ON* OUT THERE?

SMYTHE SHOULD'A *WARNED* US! THERE'S A *COP CAR* UP AHEAD!

WE ALMOST PLOWED RIGHT *INTO* IT!

SMYTHE! YOU DIRTY, SNIVELLIN' *CREEP!* IF YOU'RE *DOUBLE CROSSIN'* US--!!

DOUBLE-CROSSING YOU? HOW CAN YOU EVEN *THINK--?*

OH *NO!* THE *SCREENS*-- THE *MONITORS*-- WHAT'S *HAPPENING* TO THEM?

SOMETHING'S *WRONG*--I'M NOT GETTING THE *IMAGES!* I CAN'T *SEE* ANYTHING! MY PLAN IS *USELESS* WITHOUT THE SCANNER'S *EYES!*

JUST AS I *FIGURED*-- THEY'RE HEADING BACK TO *SMYTHE'S!*

THEY WOULDN'T *DARE* TACKLE THE BANK WITHOUT THE *SCANNERS* WORKING!

HE EVEN LET *SPIDER-MAN* FREE! HE'S GOT 'IM *WAITIN'* THERE FOR US!

LOOK! WE WUZ *RIGHT!* THAT FINK *DID* TRY TO *CROSS* US!

EASY WITH THOSE *POP-GUNS,* BOYS! WHAT WITH THE PRICE OF *BULLETS* NOWADAYS--

THWIPP!

DON'T JUST *STAND* THERE, YA PUNKS! SOMEONE KNOCK 'IM *OFF!*

IF THERE'S *ONE* THING THAT BUGS ME--IT'S AN *ANTI-SOCIAL* ATTITUDE!

DON'T YOU FELLOWS KNOW THE PERSUASIVE POWER OF *LOVE?*

SPOK!

HEAVEN KNOWS I HATE TO SOUND LIKE A *DEFEATIST--*

BUT I SOMEHOW *SUSPECT* YOU'RE NOT GETTING THE *MESSAGE!*

KRAK! KRAK!

NDS

MORT

IF *YOU* CLOWNS CAN'T SHUT 'IM UP-- *I* WILL!

ZANG

THAT'S WHAT'S *WRONG* WITH YOU CHAPS--

YOU WON'T TAKE TIME FOR A MEANINGFUL *CONVER-SATION!*

WOW! I'LL BET THAT *SMARTS!*

NOBODY PUTS *US* DOWN LIKE THAT, MISTER! *NOBODY!*

GOOD WORK, BUMPER! NOW THAT YA *GOT* 'IM, LET'S ALL *LEAN* ON 'IM REAL NICE 'N *CAREFUL-LIKE!*

WHOOP--WATCH IT, PAL! THAT'S MY FAVORITE *ANKLE!*

DO YOU GUYS *ALWAYS* PLAY THIS ROUGH?

THUMP

=*UNNHH!*= DON'T BOTHER *ANSWERING* THAT!

NOW THAT YOU'VE TAUGHT ME THE *RULES--*

WE'LL DO IT *YOUR* WAY!

ZONK!

PTAK!

THERE'S *ONE* LESSON IT'S TIME YOU *LEARNED--*

WHEN YOU TACKLE *SPIDEY,* YOU'RE OUT OF THE *LITTLE LEAGUE!*

KROP!

NOW PAY ATTENTION, KIDDIES--

THERE MAY BE A TEST LATER ON!

WHAP!

BRUK

BTOK!

THWIP!

I'D LIKE TO STAY LONGER, BOYS--

BUT PLAYTIME'S OVER NOW!

SO I'LL HAVE TO SPLIT FOR JUST A WHILE!

PING!

SPONG!

Cocktail

WOW! NOT A SECOND TOO SOON!

LUCKY I NOTICED THOSE POLICE CARS PULLING UP!

ZPOP!

PTAKK

I DON'T GET IT! WHY WOULD SPIDER-MAN WEB UP HIS OWN ACCOMPLICES AND CUT OUT ON THEM LIKE THAT?

CROOKS! WHO CAN FIGGER 'EM OUT?

THOSE FOUR JOKERS WERE ONLY *SMALL FRY!*

SMYTHE'S THE ONE I'M *REALLY* AFTER!

GOOD! THE STEEL PANELS ARE *OPEN*-- SO I CAN GO *AFTER* HIM!

WHOA! MY *SPIDEY SENSE* IS TINGLING! IT MEANS--

IT MEANS *THIS* TIME I'VE *GOT* YOU!

I *KNEW* YOU'D BE BACK, YOU *FOOL!*

YOU WERE *WAITING* FOR ME--WAITING TO *TRAP* ME!

NATURALLY! YOUR INTERFERENCE COST ME MILLIONS-- *MILLIONS!*

AND FOR *THAT* YOU'LL *PAY*--WITH YOUR *LIFE!*

WON'T YOU *EVER* LEARN? YOU'RE A *LOSER,* SMYTHE-- YOU ALWAYS *WILL* BE!

MY ROBOT'S OUT OF *CONTROL!* ITS *SYSTEMS* ARE ALL *FOULED UP!*

BUT--IT *CAN'T* BE! I DESIGNED EVERY PART *MYSELF!* IT'S PERFECT! *PERFECT!*

NO! THERE'S AN ELECTRONIC FEEDBACK! IT'S BUCKING ME-- LIKE A MACHINE GONE MAD!

DON'T BLAME THE MACHINE, SONNY

WHAT DO YOU THINK I DID WHEN I DIVED INTO THE COCKPIT BEFORE?

YOU WERE TOO BUSY TO LEAVE YOUR VIEW SCREEN, SO I JUST REARRANGED YOUR CONTROLS--

--AFTER I PHONED THE POLICE AND WARNED THEM TO REMOVE THE ROOFTOP EYE-SPIES!

ANY MORE QUESTIONS, PROFESSOR?

YES, BLAST YOU-- YES! HOW DO I GET OUT OF THIS?

KNOW SOMETHING? I WAS HOPING YOU'D ASK

THERE! A LITTLE FRESH AIR AND SUNSHINE WILL HAVE YOU FEELING LIKE A NEW MAN

AND WHILE YOU'RE WAITING FOR THE LAW, I'VE ANOTHER CALL TO MAKE!

LATER, JUST A FEW SHORT BLOCKS AWAY--

NOT A BAD *PICTURE* OF ME, IF I *DO* SAY SO MYSELF!

A HANDSOME, PUBLIC-SPIRITED CITIZEN LIKE *ME* OUGHTTA BE A SHOO-IN FOR *MAYOR* IN THE NEXT ELECTION!

BUT I WON'T ACT *ANXIOUS!* I'LL LET THEM *DRAFT* ME!

BUGLE

BUGLE PUBLISHER LEADS FIGHT FOR PRIVACY!

FORGET IT, BIG MOUTH! YOU COULDN'T MAKE *DOG-CATCHER* IF YOU WERE THE *ONLY* CANDIDATE!

THE *SPIDER SIGNAL!*

HOLD IT, CHUCKLES! I WANNA *TALK* TO YOU!

WHICH *PROVES* I'VE GOTTA BE A *MASOCHIST!*

LET ME *GO!* LET ME *GO!* HELP! *HELP!* *MURDER!*

STOP! YOU'RE STRETCHING MY DOUBLE-KNIT *JACKET!*

I'LL STRETCH YOUR DOUBLE-KNIT *SKULL* IF YOU DON'T SHUT UP!

I *KNOW* YOU PAID *SMYTHE* TO SET HIS *ROBOT* AGAINST ME! TRY THAT LITTLE TRICK *AGAIN* AND I'LL--

IT'S A FUNNY THING-- I *THOUGHT* YOU'D SAY THAT!

I CROSSED MY FINGERS! I CROSSED MY FINGERS!

I *WON'T!* I *WON'T!* I WON'T, WON'T, *WON'T!*

A *FINE* WAY TO TREAT THE NEXT *MAYOR!*

IT SURE IS *GREAT* TO HAVE THINGS TURN OUT *OKAY* FOR A CHANGE!

NOW THERE'S NOTHING TO *STOP* ME FROM PICKING UP WITH *GWENDY* ONCE AGAIN!

--AFTER I CHANGE INTO MY *CIVVIES*, THAT IS!

SO I'LL JUST LATCH ONTO A NEARBY *ROOFTOP*, AND-- OH NO! *NO!*

IT'S *HER*-- WALKING ARM-IN-ARM WITH *FLASH!* THEY'RE AS *COZY* AS--

WAIT! THAT *CAR*--PULLING UP *NEXT* TO THEM! FLASH LOOKS *SCARED!*

YOU'LL HAVE TO COME *ALONG* WITH ME, THOMPSON!

YEAH, I *KNOW!* I'VE BEEN-- WAITING!

GWEN'S WATCHING THEM DRIVE OFF! SHE--SHE'S *CRYING!*

WHATEVER THIS *MEANS*-- WHATEVER HAS HAPPENED TO *FLASH*--AND TO GWENDY--

I'VE GOT A FEELING THAT THINGS'LL NEVER BE THE *SAME* AGAIN!

NEXT:

LEARN WHAT IT MEANS IN A STARTLING SPIDEY SPECIAL--

BACK TO VIET NAM!

SPIDER-MAN

MARVEL COMICS GROUP™

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APPROVED BY THE COMICS CODE AUTHORITY

the AMAZING SPIDER-MAN™

SPIDEY! GWEN! FLASH! WHAT STRANGE SECRET THREATENS THEM ALL?

ROMITA

NEW! UNEXPECTED! STARTLING!

MARKED FOR MURDER!

THE AMAZING SPIDER-MAN!™

VENGEANCE from VIETNAM!

LAST ISH, A STARTLED *SPIDER-MAN* SAW *GWEN STACY*, THE GIRL HE LOVES, WALKING IN THE STREET WITH *FLASH THOMPSON* WHEN SUDDENLY--*A SPEEDING CAR RACED TO THE CURB, AND IN A MATTER OF SECONDS, BOTH SPIDEY AND GWEN SAW THE GRIM-LOOKING VET SHOVED INSIDE, AND THEN THE CAR SPED OFF!* AND NOW, HANG *IN* THERE, HERO, 'CAUSE HERE WE *GO--!*

SOMETHING'S *WRONG!* I'VE GOT TO *FOLLOW* --BEFORE IT'S *TOO LATE!*

THE CAR HAS *OFFICIAL* LICENSE PLATES, BUT --OH OH! *HOLD IT!*

THAT *TRUCK--* IT CUT THEM OFF *--ON PURPOSE!*

THROOM

LOOK OUT!

SKREEEEEE

KEEP YOUR CITY CLEAN

TM-45

TM-4

STAN LEE, *AUTHOR*

JOHN ROMITA, *ILLUSTRATOR*

ARTIE SIMEK, *LETTERER*

8692

WHAT IS IT? WHAT'S WRONG?

THE GUY IN THE TRUCK--HE'S LOBBIN' SOME KINDA PELLETS AT US!

HEY--LOOK! BEHIND US--!

THEY LOOK LIKE SMOKE--OR MAYBE GAS!

IT'S A TRAP!

WE CAN'T BACK UP--AND WE CAN'T GO FORWARD!

QUICK--SHUT THE WINDOWS! TRY TO KEEP THE FUMES OUT!

THUNK!

FTANG!

BTUNNG!

I'VE--NEVER BEEN IN A SPOT LIKE THIS BEFORE!

I HAVE TO DO SOMETHING--BUT I DON'T KNOW WHAT!

DON'T EVEN KNOW WHICH ARE THE BAD GUYS!

THE FUMES ARE TAKING EFFECT--FORCING THEM OUT OF THE CAR!

WE MUST HURRY! EVERY MOMENT COUNTS!

LOOK! IN THE AIR--ABOVE US! A FIGURE SWOOPING DOWN!

UNTIL I KNOW WHO'S *WHO*, I'LL HAVE TO KEEP THEM *ALL* AWAY FROM FLASH!

BACK UP, KIDDIES! YOU DIDN'T SAY "*MAY* I?"

TIM 45

BOK!

WE'RE BEING ATTACKED FROM *ABOVE*--

AND OUR OWN *SMOKE SCREEN* IS WORKING *AGAINST* US! WE CANNOT *SEE* HIM!

FIRE OVER OUR HEADS-- INTO THE *AIR!*

ONE OF US IS *CERTAIN* TO BRING HIM *DOWN!*

THERE--JUST *AHEAD* OF ME--I *SEE* HIM NOW!

BUT HE TWISTS AND WEAVES LIKE A HUMAN *SPIDER!*

AND *THEY'RE* THE BEST *KIND!*

KRAK

WISH I KNEW WHO I'M *FIGHTING*-- OR WHAT THEY'RE *AFTER!*

WELL, UNTIL I GET THEIR *GUNS* AWAY I'LL *NEVER* FIND OUT!

--UNLESS I COME SNOOPING BACK AS A *GHOST!*

I'LL TAKE THAT, MISTER-- LEST YOU GET *POWDER BURNS* ALL OVER YOUR LI'L *HANDIES!*

THWIT!

BTOK!

NOW--JUST *HOLD* THAT POSE, PLAYMATE--

--WHILE OL' UNCLE *SPIDEY* GETS YOU OUT OF THAT *MASK* SO I CAN SEE WHO YOU *ARE!*

QUICK! WHILE HE'S FACING *ME*-- THIS IS YOUR *CHANCE!* GET HIM! *GET* HIM!

OH NO! YOU DON'T FOOL ME WITH *THAT* OLD--

KAK

:OOOF!:

SO! YOU WOULD *DARE* INTERFERE WITH OUR MOST *SACRED MISSION?*

FOR *THAT*, YOU MUST *PAY* THE PRICE!

A GUY IN A *CHAUFFEUR'S* COSTUME-- MORE THAN *SEVEN* FEET TALL!

WELL, IT'S NICE TO KNOW I WASN'T KNOCKED OFF MY PINS BY A *MIDGET!*

YOUR TONGUE MAY BE *GLIB*, BUT THAT WILL NOT *SAVE* YOU!

IT NEVER *HAS!* I'M BETTER WITH A *LEFT CROSS!*

AND, IN CASE YOU THINK I'M JUST YAKKIN' FOR THE *FUN* OF IT--

THIS OUGHTTA WHITTLE YOU DOWN TO SIZE!

YOU CAN'T-- :*UNHH!*:

WHAM

UH OH! GOOD OL' *SPIDEY SENSE*-- WARNING ME OF AN ATTACK FROM *BEHIND!*

危本榮!

KPOW

YOU *SAID* IT, SWEETIE!

KRROOM

THEY ALL LOOKED LIKE REFUGEES FROM *FU MANCHU!*

WHY WOULD A BAND OF *ORIENTALS* BE ATTACKING THE CAR THAT *FLASH* IS IN?

FLASH! I WONDER IF HE'S *OKAY?*

HEY, *THOMPSON!* YOU STILL *IN* THERE? ARE YOU *ALL RIGHT?*

THWIPP!

WH-WHO'S *THAT?* WHO *ARE* YOU?

RELAX, FELLA-- EVERYTHING'S COOL!

IT'S JUST YOUR FRIENDLY NEIGHBORHOOD *SPIDER-MAN!*

I WAS JUST SWINGING BY, AND FIGURED I'D JOIN THE *PARTY!*

MAN! AS MANY ENEMIES AS *YOU* SEEM TO HAVE-- YOU MUST WORK *OVERTIME* AT IT!

SPIDER-MAN! I DON'T KNOW WHAT YOUR *GAME* IS, BUT YOU'RE NOT GETTING *THOMPSON!*

DON'T! IT'S *OKAY!* I *KNOW* HIM!

I DON'T KNOW WHAT MAKES HIM SO *POPULAR,* BUT SINCE HE'S UP FOR *GRABS--*

AND SINCE *I* KNEW HIM BEFORE *YOU* DID--

THIS'LL GIVE YOU SOME-THING TO *RAP* ABOUT WHEN YOU'RE BACK AT THE *PX!*

ZOP!

WHAT ARE YOU *DOING?* WHERE ARE YOU *TAKING* ME?

I FIGURED WHAT'S A NICE KID LIKE *YOU* DOING IN A PLACE LIKE *THIS?*

DON'T SHOOT! YOU MIGHT HIT *THOMPSON!*

THAT'S WHAT I *HOPED* THEY'D SAY!

I'VE *GOT* TO LEARN WHAT IT'S ALL ABOUT--

--ESPECIALLY AFTER SEEING FLASH TOGETHER WITH *GWENDY* WHEN THEY *NABBED* HIM!

BAC
MOR

OKAY, GOLDEN BOY-- END OF THE LINE!

NOW, SUPPOSE YOU *TELL* YOUR LOCAL SPIDER-MAN WHY THOSE NASTY OL' *MP'S* WERE TRYING TO HAUL YOU AWAY!

YOU--YOU DON'T *UNDER-STAND--*

THEY WEREN'T *HAULING* ME AWAY--

THEY WERE TRYING TO-- *PROTECT* ME!

PROTECT YOU? YOU MEAN FROM THE *CHINESE* IN THE GAS MASKS?

WHO *WERE* THEY? WHAT WERE THEY *AFTER?*

THEY *WEREN'T,* CHINESE! THEY WERE-- I--I'D BETTER START AT THE *BEGINNING--*

NOW *THERE'S* A BRIGHT THOUGHT!

IT STARTED SOME *MONTHS* AGO-- BACK IN *VIET NAM*--

I HAD BEEN *WOUNDED*-- SEPARATED FROM MY PLATOON!

I WAS WEAK-- DELIRIOUS-- STUMBLING BLINDLY THRU THE CHOKING *UNDERBRUSH*, UNTIL--

IN THAT *CLEARING*-- UP AHEAD--SOME KIND OF ANCIENT *TEMPLE*--

I'VE--GOT TO *MAKE* IT --SOMEHOW! I'VE *GOT* TO!

*"THE NEXT THING I REMEMBER WAS **WAKING** **UP** TO THE SIGHT OF THE **KINDEST**, THE **GENTLEST** FACES I'D EVER SEEN--"*

YOU WILL BE *WELL*, MY SON. HERE YOU SHALL *REST*--AND KNOW *PEACE*.

BUT WHERE-- WHERE *AM* I?

WE HAVE BROUGHT YOU TO THE SACRED *HIDDEN TEMPLE*.

*"THE SACRED **HIDDEN TEMPLE**! ITS EXISTENCE WAS NOT EVEN **HINTED** AT ON THE MILITARY MAPS! FOR **CENTURIES** IT HAD STOOD THERE WHILE THE RAVAGES OF **WAR** HAD PASSED IT BY!"*

*"NESTLED IN THE WILDEST, MOST UNCHARTED BORDER REGION, NOT EVEN THE **NATIVES** MENTIONED ITS EXISTENCE!"*

*"THEN, AS THE DAYS SPED BY AND I **REGAINED** MY STRENGTH--"*

I'M A *STRANGER*-- FOR ALL YOU KNOW, AN *ENEMY*--

YET, YOU'VE TAKEN ME IN --SAVED MY *LIFE*!

IT IS WRITTEN-- TO SAVE *ONE* LIFE IS TO SAVE THE *WORLD*.

IN THIS PLACE, MY SON, *NO* MAN IS AN ENEMY.

ARE WE ALL NOT *BROTHERS* BENEATH THE EYES OF *HEAVEN*?

I'VE NEVER KNOWN--SUCH *HOLINESS*!

"FINALLY--"

VENERABLE ONE, I MUST SAY *FAREWELL.*

MY PLACE IS IN THE *OUTSIDE* WORLD.

A MAN MUST GO WHERE FATE DECREES.

I'LL NEVER *FORGET* YOU --NEVER FORGET-- WHAT YOU'VE *DONE* FOR ME!

THOUGH WE SHALL NOT MEET AGAIN, MY *HEART* WILL HOLD YOU EVER.

"AND SO I *LEFT* THAT HIDDEN *SHANGRI-LA*--THAT TINY OASIS OF *PEACE* IN A WORLD OF ENDLESS *WAR!*"

"I CAN'T REMEMBER HOW MANY *HOURS*--HOW MANY *MILES*--BUT FINALLY I REACHED MY *BASE*--"

REPORT TO THE *INFIRMARY,* SOLDIER! THE *MEDICS* WILL CHECK YOU OUT!

WE'RE READY TO BEGIN *SHELLING,* COLONEL.

WHICH *TARGET* HAS DIVISION ORDERED *THIS* TIME?

SECTOR "B", SIR! WE'RE TO *LEVEL* THE AREA TO PREVENT ENEMY INFILTRATION!

VERY WELL-- THE SHELLING WILL BEGIN AT 1800 HOURS!

SECTOR "B"! NO! NO!

I *TRIED* TO CONVINCE THEM THAT THE *TEMPLE* WAS HIDDEN IN SECTOR "B"--BUT IT WAS *NO USE!*

THEY SAID I'D BEEN *DELIRIOUS*--THEY'D CHECKED THE *MAPS*--THERE *WAS* NO TEMPLE! THEY WOULDN'T *BELIEVE* ME!

"SICK WITH FEAR AND WORRY, I DID THE ONLY THING I COULD--I RACED BACK, DESPERATELY--HOPING TO FIND IT IN TIME! THEN, MINUTES BEFORE H-HOUR--"

IT'S *THERE!* THANK *GOD*--I *FOUND* IT!

LISTEN! THERE'S NOT A SECOND TO *LOSE!* YOU'VE GOT TO *LEAVE*--*ALL* OF YOU!

DON'T JUST *STAND* THERE! I'VE GOTTA GET *THRU* TO YOU! YOU'LL ALL BE *KILLED!*

EVERY MAN MUST DIE, MY SON.

BUT YOU DON'T *HAVE* TO! THERE'S *STILL* TIME! ONCE THE *SHELLING* STARTS, IT'LL BE *TOO LATE!*

WE HAVE HARMED *NO ONE.* YOU ARE OUR *FRIEND.* SURELY THOSE WITH WHOM YOU *SERVE* WILL DO *US* NO HARM.

NO! NO! YOU'RE *WRONG!* YOU DON'T KNOW WHAT'S GONNA *HAPPEN!*

"BUT IT WAS HOPELESS! I COULDN'T BUDGE THEM! THE TEMPLE WAS THEIR LIFE! THEY WOULDN'T LEAVE! AND THEN--IT BEGAN!"

BLAM!

WELL, WHAT MORE CAN I *SAY?* AFTER ALL THAT HAD *HAPPENED,* I MUST HAVE *BLACKED OUT* AGAIN--

AND, AS FAR AS I KNOW, THE *GIRL*-- AND THE *PRIESTS*-- ARE ALL *DEAD!*

'CAUSE WHEN THE SHELLING WAS *OVER,* I FOUND MYSELF SAFELY BACK AT *CAMP* ONCE MORE!

I THINK I CAN *GUESS* WHAT COMES *NEXT!*

*"YEAH! THE HIDDEN TEMPLE WAS A **HOLY PLACE** TO HUNDREDS OF NATIVES! SOMEHOW, THEY GOT THE IDEA THAT I HAD GONE THERE TO **FINGER** IT--TO SET IT **UP** AS A TARGET FOR OUR **SHELLING!**"*

THERE'S NO *DENYING* IT, THOMPSON--WE SHOULD HAVE *HEEDED* YOUR WARNING!

THE PEOPLE ARE *BITTER!* THEY THINK WE SHELLED THE TEMPLE ON *PURPOSE!* THEY THINK *YOU* WERE THE ONE WHO *PINPOINTED* THE SPOT!

AND THERE'S *NO WAY* TO CONVINCE THEM OTHERWISE!

*"FROM **THAT** MOMENT ON, WHEREVER I WENT I WAS FOLLOWED BY SILENT, STARING, **HOSTILE** MEN--MEN WITH NAKED **HATRED** AND **LOATHING** BLAZING IN THEIR EYES!"*

FINALLY, MY TOUR OF DUTY *ENDED*--BUT NOTHING'S CHANGED!

I'M STILL *HAUNTED* BY THE MEMORY OF WHAT *HAPPENED*--BY THE DEATH OF THOSE WHO HAD SAVED MY *LIFE*--WHO WERE THE *GENTLEST* PEOPLE I'VE EVER KNOWN!

AS FOR *ME,* MILITARY INTELLIGENCE LEARNED THAT THERE WAS A *PRICE* ON MY HEAD!

SOME OF THE MORE *FANATICAL* NATIVES WOULD NEVER *REST* --UNTIL I WAS *DEAD!*

THAT'S WHY THE MP'S WERE *PROTECTING* ME!

--ALTHOUGH, IF *YOU* HADN'T COME ALONG WHEN YOU DID--!

FORGET IT! THE *FIRST* THING WE'D BETTER DO IS GET YOU *BACK* TO YOUR BRASS-BUTTONED BUDDIES!

STANDING *GUARD* OVER YOU NIGHT AND DAY ISN'T *MY* IDEA OF A FAR-OUT *FUN-FEST!*

HEY, *WAIT!* *DON'T!* WHA-- WHAT ARE YOU *DOING?*

TAKING YOU BACK TO THE *SOLDIER BOYS,* NATCH!

SO JUST *HANG ON* AND ENJOY THE RIDE!

AND DON'T *SQUIRM* AROUND SO MUCH!

IF I GET *TICKLISH,* YOU'RE IN *BIG* TROUBLE!

TELL ME SO SOMETHING-- WHY ARE *YOU* BOTHERING TO HELP ME THIS WAY?

I'VE BEEN WONDERING *MYSELF!*

HELP YOU? I'M TRYING TO GET *RID* OF YOU! I *HATE* YOUR COLOGNE!

IF ONLY I COULD REMEMBER WHAT *HAPPENED* WHEN I BLACKED OUT!

MAYBE, IN SOME WAY, I *WAS* RESPONSIBLE FOR THEIR DEATHS!

THAT'S A *HECKUVA* DOUBT TO HAVE TO *LIVE* WITH!

I'VE GOT A STRANGE *FEELING*-- THAT THERE'S SOMETHING *MORE* BEHIND ALL THIS--

THERE'S SOMETHING I DON'T *KNOW*--SOMETHING I'VE *GOT* TO FIND OUT!

WELL, LOTS'A *LUCK,* MISTER!

BUT WHILE YOU'RE *COGITATING,* HERE'S WHAT WE'LL *DO*--

SECONDS LATER, A FEW FLOORS BELOW, AT THE FEDERAL BUILDING, WE FIND--

STOP FUSSIN' OVER ME, DOC-- I'M NOT HURT, I TELL YA!

BUT THE PENTAGON'LL HAVE MY HIDE WHEN THEY FIND OUT THAT THOMPSON WAS NABBED BY SPIDER-MAN!

HEY, LOOK! UP THERE-- OUT THE WINDOW!

IT'S HIM!!

DON'T JUST STAND THERE! OPEN THE WINDOW AND LET 'IM IN!

IT'S SPIDER-MAN! HE WAS TRYING TO KILL HIM!

NO! YOU'VE GOT IT ALL WRONG! HE WAS TRYING TO HELP ME!

THE WEB-SWINGER-- BOTHERING TO HELP YOU? BUT WHY? I DON'T GET IT!

SIT HIM IN THE CHAIR! I'D BETTER GIVE HIM A FAST CHECK-UP!

I FIRST RAN INTO SPIDER-MAN YEARS AGO-- WHEN I WAS STILL IN HIGH SCHOOL! IN FACT, I EVEN FORMED A SPIDEY FAN CLUB!

I NEVER HAD A CLUE TO WHO HE REALLY WAS--BUT I ALWAYS FIGURED HE WAS THE GREATEST!

I DUNNO-- MAYBE THAT'S WHY HE SIDED WITH ME NOW! MAYBE HE REMEMBERS!

WELL, I'D RATHER HAVE HIM WITH ME THAN AGAINST ME --THAT'S FOR SURE!

IF THOSE FOLLOWERS OF THE OLD *PRIEST* REALLY THINK FLASH *DID* CAUSE HIS DEATH--AND THE SHELLING OF THE *TEMPLE*--

THWIP!

THEN THEY'LL STOP AT *NOTHING* TO GET THEIR *REVENGE*--TO SEE THAT HE PAYS WITH HIS *LIFE!*

BUT EVEN THOUGH I NEVER HAD ANY *USE* FOR THAT SWELL-HEADED LOTHARIO, FLASH ISN'T A *LIAR!* I *BELIEVE* HIS STORY!

AND THAT MEANS I'VE GOT TO FIND A WAY TO *HELP* HIM--'CAUSE THEY'RE SURE TO STRIKE *AGAIN!*

BUT HOW CAN I *PROVE* TO THEM THAT HE'S *INNOCENT?*

AND WHY SHOULD I *WANT* TO?

--ESPECIALLY WHEN I KNOW HOW HE FEELS ABOUT *GWENDY!*

HE'LL *NEVER* STOP TRYING TO TAKE HER FROM *PETER PARKER!*

WOW! WHAT A *SCENE* IT WOULD BE IF HE EVER FOUND OUT WHO LITTLE PETEY REALLY *IS!*

WELL, I BETTER GET BACK TO THE *APARTMENT* NOW! *AUNT MAY* SAID SHE'D BE DROPPING OVER.

AND, EVEN AS OUR HERO SWITCHES IDENTITIES FOR THE UMPTEENTH TIME, LET'S LOOK IN ON HIS APARTMENT A FEW FLOORS BELOW--

JUST MAKE YOURSELF *COMFORTABLE,* MRS. PARKER! PETE SHOULD BE *BACK* ANY MINUTE NOW.

THANK YOU, DEAR BOY! I'LL JUST--

OH, *LOOK!* WHAT'S *THAT?*

SOMETHING MUST HAVE *SPILLED* IN THERE--INSIDE OF *PETER'S* ROOM!

IT'S SEEPING *OUT*, FROM UNDERNEATH HIS *DOOR!*

IF YOU'LL BRING ME A *MOP*, I'LL-- *OH DEAR!*

AS SOON AS I *TOUCHED* IT, LOOK WHAT *HAPPENED!* IT GOT ALL *STICKY!*

MY WEB FLUID! A *VIAL* MUST HAVE OVERTURNED IN MY *ROOM!*

HE MUST HAVE BEEN WORKING ON SOMETHING FOR HIS *CHEM CLASS*--ANOTHER NUTTY *EXPERIMENT!*

I'D BETTER TALK *FAST!*

HI, AUNT MAY--HARRY! *SAY*, HOW'D YOU GET HOLD OF MY NEW *PASTE* FORMULA?

I WAS *SAVING* IT TO BE USED AS A SUPPLEMENT TO MY *MASTER'S THESIS!*

A BOTTLE MUST HAVE *SPILLED* INSIDE! I'LL BE GLAD TO *CLEAN* IT FOR YOU.

NO! *NO!* NO, NO, *NO!* MY ROOM IS A *MESS* INSIDE! *I'LL* DO IT!

BETTER DO IT *FAST*, MR. P, BEFORE ALL THAT GLOP TURNS TO *CEMENT!*

WHEW! THAT WAS A *CLOSE* ONE! IF THEY HAD *SUSPECTED* THAT THIS IS REALLY *WEB FLUID*, I-- UH OH!

THAT'S THE *DOORBELL!* AND--IT'S *GWENDY'S* VOICE!

HARRY! IS *PETER* HERE? I HAVE TO *SEE* HIM!

SURE, GWEN--SURE! COME *IN!*

PETER! FLASH IS IN *TROUBLE!*

I WAS *WALKING* WITH HIM AND SOME MP'S TOOK HIM INTO *CUSTODY!*

REALLY, HONEY? *TELL* ME ABOUT IT!

IS SHE SO *UPSET* BECAUSE A FRIEND'S IN A JAM--OR DO HER FEELINGS FOR HIM GO *DEEPER?*

HE'S IN THE *FEDERAL BUILDING*--HELD UNDER *GUARD!* BUT WHY? *WHY?*

I DON'T *KNOW!*

THERE, THERE, DEAR, I'M **SURE** IT'S NOTHING SERIOUS.

WHY DON'T YOU AND PETER **GO** TO HIM AND SEE WHAT'S WRONG?

I'LL WAIT HERE WITH **HARRY.**

I **THOUGHT** FLASH WAS ACTING STRANGE-- LOOKING **WORRIED--** EVER SINCE HIS RETURN FROM **NAM!**

C'MON, GWENDY! IT WON'T TAKE US LONG TO **GET** THERE.

WOULDN'T YOU **KNOW** AUNT MAY WOULD TELL US TO BE CAREFUL CROSSING THE **STREET** AS WE WALKED OUT THE DOOR!

I GUESS SHE CAN'T HELP **WORRYING** ABOUT YOU, PETER-- JUST AS **I** DO.

HERE'S THE **BUILDING!** I HOPE WE CAN **LEARN** SOME-THING.

WHAT DID SHE **MEAN**--ABOUT **WORRYING** ABOUT ME?

NUTS! AM I BEGINNING TO TAKE **EVERYTHING** TOO SERIOUSLY! SOON, I'LL--

HOLD IT! WHY'S MY **SPIDEY SENSE** STARTING TO TINGLE?

A FRIEND OF OURS NAMED **FLASH THOMPSON** WAS BROUGHT HERE BY SOME MP'S, AND--

IN THAT CASE YOU'LL HAVE TO CONTACT THE **PROVOST MARSHAL'S** OFFICE.

THE GIANT **CHAUFFEUR!** **HE'S** WAITING, TOO!

THEY MUST BE TRYING TO GRAB **FLASH** AGAIN!

GWENDY, WOULD YOU, EH, **WAIT** HERE FOR A MINUTE? I JUST REMEMBERED --I HAVE TO, EH, CALL **JAMESON**--ABOUT SOME **PHOTOS!**

SURE, PETER, IF--IT'S **IMPORTANT.**

I'VE GOT TO MOVE **FAST**-- BEFORE I **LOSE** THEM!

BUT I DON'T DARE BECOME **SPIDEY** AGAIN--NOT WITH **GWEN** AROUND!

SHE'D BECOME TOO **SUSPICIOUS!**

IF I'M **LUCKY,** I CAN HANDLE THIS **WITHOUT** MY COSTUME!

AND IF I'M *NOT* LUCKY-- *NOPE!* I WON'T EVEN *THINK* OF THAT!

ALL I WANNA *DO* IS CRAWL AROUND AND PUT MY *SPIDEY TRACER* ON THAT JOKER!

THEN, NO MATTER *WHAT* HAPPENS, I'LL BE ABLE TO *FIND* HIM!

THERE! IT'S GOT ENOUGH *STICKUM* ON IT TO LAST FOR A *WEEK!*

BUT, BEFORE THE AMAZING WALL-CRAWLER CAN RETRACE HIS PERILOUS ROUTE--

AN *EXPLOSION!* AT THE OTHER END OF THE CORRIDOR!

BLAM

IT IS AS WE *PLANNED!* ALL IS IN *CONFUSION!* THE *LIGHTS* HAVE GONE OUT!

THE TIME IS *COME!* EVEN *NOW,* I HEAR THEM RETURN WITH OUR *PREY!*

HE WILL NOT ESCAPE US *AGAIN!*

IN THE NAME OF THE SACRED *TEMPLE,* WE SHALL BE *AVENGED!*

THEY'VE GOT *FLASH!* I CAN'T AFFORD TO *WAIT!*

HAVE TO HOPE THE *DARKNESS* WILL HIDE ME!

THE BETRAYER IS *OURS!* THERE IS NOT A *MINUTE* TO LOSE!

WAIT! WHAT *MADNESS* IS THIS?

WHO DARES ATTACK THE *GIANT ONE?*

HAVE TO STAY OFF THE *FLOOR* WHILE I'M BAREFOOT--TOO MUCH BROKEN *GLASS!*

I'M MORE IN MY *ELEMENT* UP HERE, ANYWAY!

WHA--? I *HEAR* SOMETHING-- *BEHIND* ME!

THE *GIANT!* BUT, HOW DID YOU-- -*UNNHH!*-

ONE SINGLE BLOW CAN-NOT DOWN *ME!*

IN *ALL* INDO-CHINA, *NONE* CAN MATCH THE POWER OF THE *GIANT ONE!*

YEAH? THAT AND A QUARTER'LL GET YOU AN *EGG ROLL!*

WHILE HE'S BRAGGING 'BOUT HIS *BICEPS*, I'LL COUNT ON MY *SPIDEY SPEED* TO BEAT HIM!

IF ONLY I CAN WRAP THIS *UP* BEFORE THEY TURN THE *LIGHTS* BACK ON!

HE'S *CHARGING!* HOW CAN A GUY SO *BIG* MOVE SO *FAST?*

WOW! IT'S LIKE TAKING A POKE AT A *STONE WALL!*

WEARING THIS *JACKET* IS A *NO NO!* IT'S HARDER TO THROW A *PUNCH* WHEN I'M--

MY ANKLE! I UNDERESTIMATED THAT *REACH* OF HIS! HE'S *GOT* ME!

NONE BUT *YOU* HAVE EVER *TOPPLED* ME BEFORE!

I KNOW NOT *WHY* YOU SEEK TO *BATTLE* ME!

BUT I FIGHT IN THE NAME OF THE *HIDDEN TEMPLE*-- AND SO, I *CANNOT* LOSE!

SKRAK!

I CAN TOY WITH YOU *NO LONGER!*

THE *VICTIM* NOW IS *OURS!* ONLY HIS *PUNISHMENT* REMAINS!

BUT *WE* SHALL SELECT THE TIME--AND THE *PLACE*, AS WELL!

IN THE *HALL* OUTSIDE-- I HEAR *GWEN'S VOICE*-- CALLING ME!

I DON'T DARE *FOLLOW* HIM-- CAN'T LET HER *SEE* ME--WITHOUT MY *MASK!*

THEY'RE DRIVING *AWAY* WITH FLASH! BUT I *CAN'T* GO AFTER THEM-- NOT WITHOUT MY *COSTUME* --THERE'S *NO WAY!*

OKAY, PARKER-- SNAP *OUT* OF IT! PULL YOURSELF TOGETHER! HERE COMES *GWENDY!*

PETER! ARE YOU *IN* THERE? WHY DON'T YOU *ANSWER?*

I--I'M *HERE*, GWEN! THE *EXPLOSION*-- IT HAPPENED WHILE I WAS--HEADING FOR THE *PHONE!*

BUT YOU'RE ALL RIGHT! YOU'RE *ALL RIGHT!*

OH, MY DARLING-- I WAS SO *WORRIED!*

WHAT HAPPENED TO *THOMPSON?*

HE'S *GONE!*

THE *FORCE* OF IT-- IT BLEW MY *SHOES* RIGHT OFF!

THEY MANAGED TO TAKE HIM *AWAY!*

THERE! THE LIGHTS ARE *ON* AGAIN! BUT, IT'S TOO *LATE!*

IF WE DON'T *FIND* HIM-- *FAST*--THOMPSON'S AS GOOD AS *DEAD!*

GWEN! STAY *HERE!* I'VE GOT *THINGS* TO DO!

NO, PETER-- *NO!*

WHAT DO YOU *MEAN?* WHY *NOT?*

WHENEVER THERE'S *DANGER*-- WHENEVER THERE'S *TROUBLE*-- YOU ALWAYS *LEAVE* AND RUN OFF! EVER SINCE I CAN REMEMBER-- FLASH, AND THE OTHERS, HAVE CALLED YOU-- A *COWARD!*

I'M THE *ONLY ONE* WHO CAN *FIND* HIM--WHO HAS A CHANCE TO *SAVE* HIM!

I'VE TRIED TO *IGNORE* IT--TO CLOSE MY *MIND* TO IT--BUT I'M *BEGGING* YOU NOW, PETER--IF YOU *LOVE* ME--*STAY* WITH ME!

BUT I *CAN'T* BREAK AWAY--AND LET GWEN THINK THAT I'M *GUTLESS!*

WHATEVER MAY HAPPEN-- WE'LL FACE IT *TOGETHER!*

STILL, FLASH'S *LIFE* IS AT STAKE! MY ONLY *OTHER* CHOICE IS-- *ADMIT THAT I'M SPIDER-MAN!*

NEXT: DON'T DARE MISS--

THE DREAD DECISION!!

SPIDER-MAN

MARVEL COMICS GROUP™

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APPROVED BY THE COMICS CODE AUTHORITY

The AMAZING SPIDER-MAN™

ENTER... DR. STRANGE!

THE AMAZING SPIDER-MAN!™

ENTER: DR. STRANGE!

YOU THINK YOU'VE GOT PROBLEMS? C'MON, LET'S TUNE IN ON PETER PARKER'S--

LAST ISH, PETE LEARNED THAT FLASH THOMPSON WAS CAPTURED BY ASIAN MONKS BECAUSE THEY BLAMED HIM FOR THE DEATH OF THEIR HIGH PRIEST AND THE DESTRUCTION OF THEIR TEMPLE IN VIET NAM!

IN HIS GUISE AS THE AMAZING SPIDER-MAN, OUR HERO LEARNED THAT FLASH WAS INNOCENT! HE ACTUALLY WAS TRYING TO SAVE THE TEMPLE AND THE PRIEST! BUT A FAT LOT OF GOOD THAT'S GONNA DO HIM NOW, BECAUSE--

WHILE BRINGING GORGEOUS GWEN STACY TO VISIT THE LUCKLESS VET, PETER SAW FLASH BEING ATTACKED AND ABDUCTED BY VENGEFUL FANATICS! UNABLE TO CHANGE INTO HIS SPIDER-MAN GARB, PETE LEAPT INTO ACTION IN HIS PETER PARKER IDENTITY, TRUSTING TO THE DARKNESS TO CONCEAL HIS FEATURES!

BUT, THOUGH HE BATTLED VALIANTLY, THE AMAZING YOUTH WAS UNABLE TO PREVENT FLASH'S CAPTURE, AND COULDN'T FOLLOW THE CAPTORS WITHOUT REVEALING HIS TRUE IDENTITY TO THE GIRL HE LOVES!

AND NOW THAT YOU'VE FINISHED THE LONGEST SUMMARY ON RECORD, LET'S GET ON WITH IT, TEAM!

I CAN'T GO AFTER FLASH! I CAN'T! NOT WHILE GWENDY IS WATCHING!

I CAN'T LET HER LEARN THAT I'M REALLY SPIDER-MAN! NOT NOW!

IF ONLY GWEN AND THE K.P.'S HADN'T FOUND ME SO SOON!

BUT AT LEAST I PLANTED MY SPIDEY TRACER ON THE GIANT WHO CARRIED OFF FLASH!

P.S.: YOU'RE SOON GONNA MEET THE SURPRISE STAR YOU'VE BEEN WAITING FOR!

SCRIPT: STAN LEE | ART: JOHN ROMITA | LETTERING: ART SIMEK

920 Z

WOW! THE GUY WHO CUT OUT WITH THOMPSON MUST'A BEEN A LIVIN' GIANT!

I'M GLAD YOU DIDN'T RUN OFF THIS TIME, PETER!

IN THE PAST, EVERYONE CALLED YOU GUTLESS BECAUSE YOU ALWAYS DUCKED OUT WHENEVER THERE WAS TROUBLE!

GET EVERY AVAILABLE MAN ON THE STREET!

I WANT HIM FOUND, DO YOU HEAR? I WANT THOMPSON FOUND!

IT'S NOT TO BE BELIEVED!

SPIDEY CAN'T TAKE OFF TO SAVE FLASH WITHOUT HER THINKING THAT PARKER'S CHICKEN.

THESE YOUR SHOES, SON? FOUND 'EM IN THE HALL!

I HAVE TO THINK FAST! I TOOK THEM OFF SO I COULD CLIMB THE WALLS WITH MY SPIDEY POWER!

OH YEAH, SURE! THE EXPLOSION MUST HAVE BLOWN THEM OFF WHEN IT CAUGHT ME!

WHEW! LUCKY FOR ME THERE WAS AN EXPLOSION!

EVERYONE'S TOO UPTIGHT TO QUESTION MY STORY!

BUT I STILL HAVE TO GO AFTER FLASH--SOMEHOW!

THINK, WEB-HEAD, THINK! THERE MUST BE A WAY!

BE RIGHT BACK! I'LL JUST WASH UP A BIT.

OKAY! AT LEAST I'M ALONE NOW!

BUT EVERY SECOND I WASTE IS PUTTING POOR FLASH IN EVEN GREATER DANGER!

I NEED SOME EXCUSE-- AN EXCUSE TO GO AFTER HIM!

WAS

OH BROTHER! I FORGOT MY COLLAR WAS OPEN--WITH THE TOP OF MY SPIDEY SHIRT PEEKING THRU!

IF ANYONE HAD SPOTTED IT-- I COULD HAVE KISSED MY COVER GOODBYE!

HEY, WAIT A MINUTE! THIS GIVES ME AN IDEA!

I'VE GOT MY COSTUME-- AND MY CIVVIES WITH ME!

SO, IF MY LUCK JUST HOLDS OUT--

JUST A FEW SECONDS LATER--

LISTEN! WHAT'S THAT COMMOTION IN THE WASHROOM?

IT SOUNDS LIKE A FIGHT! SOMETHING MUST BE HAPPENING TO PARKER!

MAYBE ONE OF THOSE KILLERS STAYED BEHIND! IF THEY KNOW THAT PETER IS FLASH'S FRIEND--!

LET'S GET IN THERE! WE HAVE TO HELP HIM!

NO! LOOK-- LOOK! OUT THE WINDOW--

IT'S SPIDER-MAN! HE'S MAKING OFF WITH PARKER!

OH MY GOD! NOT AGAIN! NOT AGAIN!*

RELAX! I'M NOT GONNA HURT THIS CLOWN!

I JUST WANNA ASK 'IM A FEW QUESTIONS!

*YOU GUESSED IT! THIS ISN'T THE FIRST TIME SPIDEY'S PULLED THIS STUNT! --SLY STAN.

IT'S A GOOD THING MY VOICE GETS MUFFLED, AND UNRECOGNIZABLE UNDER MY MASK!

WATCH IT! DON'T DROP HIM!

IT--IT'S MY FAULT! IF I HADN'T INSISTED THAT PETER STAY HERE-- IF I HAD LET HIM GO--

DROPPING THAT HUNK OF ROLLED-UP WEBBING WOULDN'T HURT ANYTHING--

--BUT I'M NOT ABOUT TO TELL THAT TO THEM!

NOW, ALL I'VE GOT TO DO IS FIND FLASH!

YEAH, THAT'S ALL!

IT'S NO BIG DEAL-- THERE ARE ONLY *EIGHT MILLION* PEOPLE IN NEW YORK!

BUT I PLANTED MY *SPIDEY TRACER* ON THE MUSCLE-BOUND MISANTHROPE WHO *GRABBED* HIM--

SO, SOONER OR LATER MY *SPIDEY SENSE* WILL START TINGLING!

AND FOR *FLASH'S* SAKE, I HOPE IT'S NOT *LATER!*

HEY! HOW LUCKY CAN I *BE?*

IT'S STARTED *ALREADY!*

IT FEELS *STRONGER--* THE CLOSER I SWING TOWARDS *GREENWICH VILLAGE!*

I DON'T *GET* IT! I NEVER FELT IT *THIS* STRONG!

AND YET, FLASH IS NOWHERE IN *SIGHT!* WHAT *GIVES?*

OH *NO!* SOMETHING'S *HAPPEN-ING!* SOMETHING'S *WRONG!*

THE SENSATION'S SO *STRONG,* I--I CAN HARDLY *BEAR* IT!

IT'S--NEVER *HAPPENED*-- TO ME-- BEFORE!

DO NOT BE *ALARMED!* I WAS *FORCED* TO RESORT TO SO *EXTREME* AN EXPEDIENT IN ORDER TO *CONTACT* YOU!

A *VOICE!* JUST A FEW FEET *AWAY!*

BUT--BUT THERE'S NO ONE *THERE!*

I AM HERE! BUT WHILE IN MY *ASTRAL* FORM, I AM *INVISIBLE* TO YOUR EYES!

ASTRAL FORM?!! THAT CAN ONLY MEAN--

OF *COURSE!* AND NOW, YOU MUST *FOLLOW* ME!

FOLLOW YOU.? I CAN'T EVEN SEE-- HEY!

THE TINGLING! IT'S NARROWED OUT--LIKE A BEACON!

SOMETHING IS FORCING ME TO HEAD FURTHER DOWNTOWN--INTO THE HEART OF THE VILLAGE!

IT IS BUT A SIMPLE MYSTIC SPELL--FOR I MUST NOT LOSE YOU!

I--FEEL LIKE A PUPPET--FORCED TO RESPOND TO-- SOMEONE ELSE'S WILL!

THE SENSATION WILL PASS, WHEN WE HAVE REACHED OUR DESTINATION!

THAT BUILDING --DOWN BELOW--

I KNOW IT-- I'VE SEEN IT BEFORE! IT'S THE HOME OF--

DOCTOR STRANGE!

NOW THAT MY *ASTRAL* FORM HAS *RETURNED,* TO MERGE WITH MY *PHYSICAL* BEING, I GRANT YOU *WELCOME,* SPIDER-MAN!*

ENTER! YOU NEED CLING TO THE WALL *NO* LONGER!

YOU HAVEN'T EVEN *TURNED* YOUR HEAD!

HOW CAN YOU *SEE* ME?

NOT FOR *NOTHING* AM I CALLED-- *MASTER OF THE MYSTIC ARTS!*

*IN THE NAME OF THE *OMNIPOTENT OSHTUR,* I *GREET* YOU!

NOW BE *ATTENTIVE,* FOR THERE IS *MUCH* I MUST EXPLAIN.

YOU CAN SAY *THAT* AGAIN!

*IF YOU WONDER HOW THEY **KNOW** EACH OTHER, THEY'VE MET **BEFORE!** A **NO-PRIZE** IF YOU REMEMBER **WHEN!** ('CAUSE WE **DON'T.!**) --STAN

BUT IT BETTER NOT BE A *LONG* STORY, 'CAUSE I'M ON THE TRAIL OF--

I *KNOW* WHOM YOU SEEK.! AND I KNOW WHERE TO *FIND* HIM.!

NOW *OBSERVE!* BEHOLD WHAT IS REVEALED BY THE *EYE OF AGAMOTTO!*

*NO SOONER HAS **DR. STRANGE** SPOKEN, THEN THE JEWELLED **AMULET** UPON HIS CHEST BEGINS TO GLOW WITH **MYSTIC LIGHT,** UNTIL--

THE ONE CALLED *FLASH THOMPSON* IS A CAPTIVE OF THOSE WHO WOULD *DESTROY* HIM!

IT'S *HIM!* HELPLESSLY *KNEELING* BEFORE AN ALTER--GUARDED BY THE *MONKS!*

QUICK! TELL ME WHERE THEY ARE! I'VE GOT TO GET THERE-- BEFORE IT'S TOO LATE!

NO! HASTE WILL AVAIL YOU NOTHING!

LET THE SOUNDS OF THEIR SPEECH BE HEARD!

LIFT UP YOUR EYES AND SEE!

WHY? WHY MUST I LOOK AT AN IDOL?

IDOL? YOU THINK IT IS MERELY AN IDOL? THEN LOOK HARDER, INFIDEL!

LOOK! AND BE APPALLED AT THE SIGHT!

THE STATUE IN THE MIST IS GETTING CLEARER-- CLEARER--

NO! IT-- IT ISN'T A STATUE! IT'S--

IT'S THE HIGH PRIEST!

BUT-- HE'S DEAD! YOU TOLD ME HE WAS DEAD!

DEAD? WHO TRULY KNOWS THE MEANING OF DEATH?

HE IS ENTRANCED! HE SLEEPS THE SLEEP WHICH HAS NO WAKENING--

NAUGHT CAN WAKEN HIM--EXCEPT THE DEATH OF THE ONE WHO MADE HIM SO!

BUT I DIDN'T! I TRIED TO HELP HIM--TO SAVE HIM!

SILENCE! IT HAS BEEN DECREED!

YOU HAVE CAPTURED HIS SPIRIT BY YOUR MURDEROUS ACT! ONLY YOUR DEATH CAN RELEASE IT!

WHEN THE HOLY HOUR DRAWS NEAR, YOU WILL BE SACRIFICED AT THE ALTAR OF THE MOST HIGH! WHEN THE LIFE HAS LEFT YOUR BODY, IT WILL ENTER HIS!

THEN WILL HE LIVE AGAIN?

WHO NOW INTRUDES?

IT IS I--SHA SHAN--HUMBLE DAUGHTER OF HIM WHO IS ONCE AND DEPARTED!

YES, I--WHO HAVE LOST FATHER AND SAGE--EVEN AS YE HAVE LOST A PRIEST MOST EXALTED!

GENTLE ONE, ENTER!

SHA SHAN! THE GIRL WHO BEFRIENDED ME!

YOU KNOW I HAD NOTHING TO DO WITH THE SHELLING! I CAME TO YOUR VILLAGE TO WARN YOU--TO HELP YOU ESCAPE!

IT IS NOT FOR ME TO DISPUTE THE WORDS OF THOSE WHO SERVE MY FATHER!

TELL THEM, SHA SHAN! YOU MUST MAKE THEM BELIEVE!

THE TIME FOR WORDS IS *ENDED!*

TO HIS *CELL* WITH HIM-- UNTIL THE TIME OF THE *HOLY HOUR!*

THEN YOU WILL DIE--THAT OUR *MASTER* MAY LIVE!

I *DIDN'T* KILL HIM! I DIDN'T! I DIDN'T--

THE IMAGE IS *FADING!* THE SOUNDS ARE GROWING *WEAKER!*

YOU HAVE SEEN *ENOUGH!* YOU HAVE *HEARD* ENOUGH!

THEIR PRIEST NOW SLEEPS THE *ENDLESS SLEEP*-- AND THEY TRULY BELIEVE ONLY THE DEATH OF YOUR *FRIEND* CAN MYSTICALLY GIVE HIM *LIFE RENEWED!*

THUS, WE MUST *HASTEN*-- FOR THE *HOLY HOUR* DRAWS NEAR!

I DON'T KNOW HOW YOU *LEARNED* ABOUT THIS--BUT IT DOESN'T *MATTER* NOW!

ALL YOU MUST *TELL* ME IS-- WHERE DO I *FIND* THEM?

NO! I SHALL DO *MORE* THAN THAT--

MORE? WHAT DO YOU *MEAN?*

BY THE SEVEN RINGS OF RAGGADORR--

SINCE I HAVE DONNED MY CLOAK OF LEVITATION--

WE SHALL JOURNEY NOW TOGETHER!

MEANWHILE, IN A HIDDEN, CLOSELY-GUARDED SANCTUARY, IN ANOTHER PART OF TOWN--

MAYBE IT'S ONLY RIGHT--THAT I GIVE UP MY LIFE!

MAYBE--SOMEONE HAS TO DIE--TO MAKE UP--FOR ALL WE'VE DONE TO THEM!

WE DIDN'T MEAN IT! WE NEVER MEAN IT! BUT WHAT GOOD DOES THAT DO WHEN--

THE DOOR! IT'S OPENING!

CAN IT BE--SO SOON?

SHA SHAN!

YOU MUST BE *SILENT!* THEY MUST NOT *FIND* ME HERE! NOW HEED THE *WORDS* I SPEAK--

YOU-- YOU'VE COME TO *HELP* ME!

IS IT NOT *FITTING*? AM I NOT MY FATHER'S *CHILD*?

THEN *WHY*? WHY DIDN'T YOU SPEAK IN MY *BEHALF*?

SO *STRONGLY* DO THEY THIRST FOR *VENGEANCE*-- THEY WOULD NOT *BELIEVE!*

BUT SHA SHAN *REMEMBERS!*

YOU CAME TO THE TEMPLE, TO *WARN* US OF THE SHELLING!

YOU WOULD NOT SEEK *SAFETY* FOR YOURSELF, THOUGH WE PAID YOU NO *HEED!*

AND SO, YOU *TOO* WERE FELLED BY FALLING BOMBS!

*"WHILE **OTHERS** FOUGHT THE DEADLY FLAMES, SHA SHAN GUIDED YOU TO **SAFETY!**"*

HOLD IT, SERGEANT! THAT'S ONE OF OUR MEN!

WHAT'S HE *DOIN'* HERE?

WHAT'S THE *DIFFERENCE*? LET'S *GET* 'IM!

*"MY HEART **REJOICED** THAT YOU HAD BEEN **FOUND!** BUT, WHEN I RETURNED TO THE TEMPLE RUINS--"*

THEY *GRIEVE*-- FOR MY *FATHER!*

HE HAS BEEN *TAKEN* FROM US!

THIS LOSS MUST BE *AVENGED,* MY BROTHER!

THE FAIR-HAIRED *OCCIDENTAL!* IT IS *HIS* DOING! BUT HE SHALL *PAY!* WE *SWEAR* THAT HE SHALL *PAY!*

NO! *NO!* HAVE WE NOT BEEN TOUCHED *ENOUGH* BY DEATH?

YOU ARE DAUGHTER OF THE *HOLY ONE!*

YOU CAN HAVE NO WILL BUT *OURS!* IT HAS BEEN SO *ORDAINED!*

*"I HAD NO **CHOICE!** **THEY** WERE IN COMMAND, AND IT WAS MY **DUTY** TO OBEY! EVEN AS HE SLEPT THE **ENDLESS SLEEP,** MY FATHER WAS PLACED UPON HIS DIAS, AND THE **RITUAL** BEGUN--"*

ONE MUST *DIE,* SO ONE MAY LIVE *AGAIN!*

SUCH MUST BE OUR *PURPOSE!* SUCH MUST BE OUR *GOAL!*

THEN--WHY HAVE YOU COME *NOW?* IS IT *TIME*--FOR ME TO *DIE?*

YOU MUST NOT *QUESTION!*

YOU MUST *ACCEPT* YOUR FATE!

NO!

WOULD YOU *CONDEMN* YOUR FATHER TO *ETERNAL SLEEP?*

THE SACRED *RITUAL* MAY NOT BEGIN UNTIL THE *HOLY HOUR*-- ELSE ALL BE *LOST!*

YOU MUST *SHEATH* YOUR BLADE ONCE MORE! BUT IT SHALL NOT BE FOR *LONG!*

THE TIME IS ALMOST *NIGH!* THE ALTAR *AWAITS!*

SO *REST* YOU IN SECLUSION --UNTIL OUR FINAL *CALL!*

WHEN *NEXT* YOU MEET, THE HOLY ONE SHALL *LIVE* AGAIN--THE FAIR-HAIRED ONE SHALL *DIE!*

AND, SPEAKING OF FAIR-HAIRED ONES, WHAT ABOUT THE GORGEOUS GWEN--?

GWEN! WHAT *IS* IT? WHAT'S *WRONG?*

HAVE YOU SEEN *PETER?* HAS HE *CALLED?*

NO! NOT A *WORD?* BUT-- *WHY?*

THEN--HE MUST *STILL* BE A CAPTIVE OF--*SPIDER-MAN!*

DON'T *SAY* THAT!

OH, HARRY--IT-- IT'S *HORRIBLE!* THAT MASKED MURDERER *SEIZED* HIM--TOOK HIM *PRISONER*--AND *VANISHED* IN THE NIGHT!

WELL, IT DOESN'T *MATTER* NOW! IT'S TOO *LATE!* SHE-- *HEARD* YOU!

MRS. PARKER! I--I DIDN'T KNOW YOU WERE *HERE!*

I WAS WAITING FOR *PETER!* BUT-- WHAT *HAPPENED* TO HIM? WHAT HAPPENED TO MY POOR, DEAR *BOY?*

HE'S *NOT* A BOY! HE'S *NOT!* HE'S A *MAN!*

I *KNOW* HE'S YOUR *NEPHEW!* I *KNOW* HOW YOU *LOVE* HIM-- BECAUSE *I* LOVE HIM *TOO!*

BUT IT'S PETER PARKER, THE *MAN,* THAT I LOVE!

WHEN WILL YOU LET HIM *GO?* WHEN WILL YOU--?

OH! I--I'M *SORRY!* I SHOULDN'T HAVE *SPOKEN* TO YOU THAT WAY! I HAVE-- NO *RIGHT!*

DON'T-- DON'T *SAY* IT, MY CHILD!

YOU HAVE *EVERY* RIGHT! YOU BOTH *LOVE* EACH OTHER--AND THAT *GIVES* YOU THE RIGHT!

PERHAPS YOU'VE *SAID* SOMETHING THAT--THAT SHOULD HAVE BEEN SAID *BEFORE!*

PERHAPS--A FOOLISH OLD LADY--LONELY, AND UNTHINKING--CAN *SMOTHER* A PERSON--WITH LOVE...

OKAY, SOAP-OPERA FREAKS, YOU'VE HAD YOUR MOMENT! AND NOW, BACK TO THE MERRIMENT--

THE TIME OF *DEATH* IS NIGH!

IT IS THE *HOLY HOUR!*

BRING FORTH THE *SACRIFICE!*

ALL IS *READY!*

O, MOST VENERABLE OF *SAGES*-- SOON SHALL YOU *LIVE* AGAIN!

HE WHO HAS TAKEN YOU *FROM* US, SHALL *PERISH* IN YOUR STEAD!

FOR, IT IS WRITTEN-- A *LIFE* FOR A *LIFE!*

SUDDENLY--A BLINDING FLASH OF LIGHT--A DEEP AND PIERCING CALL--

IT IS *ALSO* WRITTEN-- **THOU SHALT NOT KILL!**

DEMONS OF DARKNESS, IN THE NAME OF SATANNISH, BY THE FLAMES OF THE FALTINE-- LET YON WEAPON NOW **VANISH!**

STAY **WITH** IT, DOC.! YOU MAKE WITH THE **SPELLS** WHILE I GRAB **THOMPSON!**

NO TIME TO FIDDLE WITH THE **KNOTS** RIGHT NOW--

SO DO YOUR **STUFF**, OL' **SPIDEY STRENGTH!**

SNAP!

MPPFFF!

NEVER **AGAIN** WILL YOU THWART OUR **WILL!**

DON'T JUST **STAND** THERE! **SPLIT!**

THIS IS RIGHT UP MY **ALLEY!**

YOU DON'T HAVETA TELL ME **TWICE!**

THWIPP!*

*PHONETICISTS TAKE NOTE--THE THIRD "P" IS SILENT! SCHOLARLY STAN.

HERE, BALDY--COVER THAT DOME OF YOURS BEFORE IT BLINDS ME!

NOW HAVE A LITTLE LEG-LOCK--SPIDER-MAN STYLE!

GET HIM! SLAY THE COSTUMED INTERLOPER!

COSTUMED INTERLOPER?

WOW! WHAT J. JONAH JAMESON WOULDN'T GIVE TO HAVE THOUGHT THAT ONE UP!

SPIDER-MAN! YOU MUST HOLD THEM AT BAY A MOMENT LONGER!

THE TIME IS COME TO WEAVE A SPELL--

AND, BY THE CRIMSON BANDS OF CYTORAK, WEAVE IT I SHALL!

THEN START WEAVING, MISTER! I'LL GIVE YOU THE TIME YOU NEED!

THWIPP!

STOP THEM! STOP THEM! DEATH TO THE INTRUDER!

NO WAY, FELLA! THIS WEBBING IS STRICTLY GRADE A!

IN THE NAME OF THE ETERNAL VISHANTI--

LET THE TRANCE BE DONE! LET THE VEIL BE TORN!

WITH NEW LIFE BEGUN--

BE YOU NOW-- REBORN!

FAIR-HAIRED ONE--YOU ARE FREE! HOW THE HEART OF SHA SHAN REJOICES!

THEN--YOU DIDN'T TRY TO STAB ME BEFORE?

NO! I WISHED TO SEVER YOUR BONDS-- TO SAVE YOU!

BUT ALAS, I WAS TOO SLOW--TOO WEAK!

I KNEW IT! I KNEW I COULDN'T BE WRONG ABOUT YOU!

NOW, ALL WE HAVE TO DO IS--HEY!

LISTEN! SOMEONE'S CALLING YOU! HIS VOICE! IT'S THE VOICE OF--

BRING FORTH SHA SHAN!

UPON MY CHILD I WOULD FEAST THESE AGED EYES!

SAINTED FATHER! YOU LIVE! YOU LIVE!

THE TRANCE IS ENDED! I AM MYSELF ONCE MORE!

LOOK, I'M AS GULLIBLE AS THE NEXT GUY-- BUT NOT EVEN YOU CAN BRING THE DEAD TO LIFE!

HE WAS NOT DEAD! USING THE WISDOM OF THE ANCIENTS, HE SURVIVED THE SHELLING BY PUTTING HIMSELF INTO A MYSTIC, PROTECTIVE TRANCE!

ALL THAT REMAINED WAS FOR MY SPELL TO BREAK THAT TRANCE!

WHILE *IN* THE TRANCE, HE SENT A SILENT *CALL*--WHICH I, WITH MY *POWER*, COULD NOT FAIL TO *HEED!*

NOW ALL IS *WELL*, AND MY HEART *EXALTS*--FOR NOT A *LIFE* WAS LOST!

VIOLENCE *BREEDS* VIOLENCE--AND *MURDER* WILL OUT! ONLY IN *PEACE* IS VICTORY WON!

BUT I HAVE SAID *ENOUGH!* THERE IS A TIME TO *STAY*, AND A TIME TO *SPEAK*--

AND A TIME TO SAY--*FAREWELL!*

DO *NOT* FOLLOW AFTER! MY *CLOAK OF LEVITATION* SHALL TAKE ME SAFELY HENCE!

WOW! THAT'S GOT *WEB-SWINGING* BEAT ALL HOLLOW!

THE *HOLY MAN* TOLD HIS DISCIPLES I WASN'T TO *BLAME* FOR WHAT HAPPENED--SO I'M IN THE *CLEAR* NOW, SPIDEY!

THANKS TO THAT FAR-OUT *MUMBO-JUMBO MAN*--AND TO *YOU!* I ALWAYS *KNEW* YOU WERE A RIGHT JOE!

WAIT'LL I TELL GROOVY *GWENDY* ABOUT ALL *THIS!*

GWEN! I HAD ALMOST *FORGOTTEN*--ABOUT HER AND *FLASH!*

NOW THAT HE'S A *CIVILIAN* AGAIN, HOW CAN I COMPETE WITH *FLASH?*

--ESPECIALLY WHEN I KNOW--HOW MUCH SHE HATES *SPIDER-MAN!*

NEXT:

THE GRINNING GIBBON!

Cover to 1971's all-reprint *The Amazing Spider-Man Annual* #8

AFTERWORD
BY JOHN ROMITA

The wild ride you readers have just had was also like a rollercoaster for those of us who pitched in to produce the issues. These stories span a year of twists and turns for our hero and his friends, and we editors, writers and artists also saw some changes. No doubt Roy noted many of them in his introduction.

My role in this period was always changing. Art director chores kept me jumping off and on *Spider-Man,* but always acting as a "watchdog" on covers and characters.

Stan Lee and Gil Kane began the fun with issue #100, which I co-plotted with Stan. When the pencils from Gil came in, Stan called in with a problem. On the last page Gil had a figure of Spidey with an extra pair of arms *and* an extra pair legs! We had plotted for Peter to have a severe reaction to some drug he'd taken and find himself turned into an eight-limbed man. But we expected *two* extra pairs of arms to do it. Gil's extra legs were growing out of Peter's thighs…bizarre and, not only comically scary, but hardly functional. I sketched out the six-armed figure for Gil and he made it work for the next issue. I took a lot of ribbing from everyone for that version of Spider-Man. Only Stan and I thought it was a good idea—what do you think?

To add to the confusion, Stan went on hiatus and Roy Thomas took on the scripting chores for #101 through #104. See what I mean by twists and turns?

I had been busy often before, but this was the first time we were both off *The Amazing Spider-Man* at the same time. As you have seen, Roy and Gil did a wonderful job, making a seamless transition for our loyal Spidey readers, and telling some great stories along the way.

Roy and I began our Marvel careers in mid-1965 just days apart and were instantly on the same page in every way. He was a great source of information for me, since I had just spent eight years at DC and was woefully uninformed about the Marvel characters and history built over the previous five years.

To further remark on the fabulous talent of Gil Kane, I must point out that he always made Spider-Man look six-foot-five. As the "watchdog" of our characters, I was forced to enlarge Spidey's head on every shot to make him look shorter. Gil's fans no doubt grumbled at my changes, but it was my job.

But, as I have said for years, every time I inked Gil's art I learned something new. If you trace the evolution of Spidey's chest emblem, you will find that I did it just like Ditko until Gil began on the series. His rendition was an excellent design, and it's the way I've done it since. Gil was a master storyteller and a dynamic artist with a sense of design that put him in a class by himself.

Stan's return to *Spider-Man* with issue #105 was with Gil on art, and I was relieved because Roy had plotted a Spider-Slayer story for the issue. I had done a couple of those stories in previous issues and they always wore me out. Then, Gil ended up unavailable for #106, and "Squash! Goes the Spider!" and the final part of the three-part story became mine to draw. It served me right. The good news was that Gil had designed a great new robot for the trilogy, and it was easier than I deserved. And even better was the fact that Frank Giacoia was inking them.

Frank Giacoia was a masterful inker with few peers and no one better. The eight stories inked by him in this volume can attest to his legendary skill. Gil and I always looked good when Frank inked us.

This takes me to the two issues of *The Amazing Spider-Man* with my favorite storyline, which are now fresh in your mind—issues #108 and 109. The reason why they're my favorites will need a long explanation.

The main plot in this storyline revolves around a character created by Stan Lee and Steve Dikto. An arrogant, irksome, big-man-on-campus clod, who tormented and bullied Peter Parker all through high school and into college, Flash Thompson was no better a person when I came on board. He continued to be the fly in Peter's ointment for years, but here we had our chance to show him mature and grow into a good guy, with the chance to be a hero right before our reader's surprised eyes. This was one of the tricks I had tried in earlier stories with Mary Jane Watson and the Kingpin's wife Vanessa, among others. It was the best part of doing a series for many years and made all the long hours of work worthwhile. Stan, having written so many characters across the series he created for Marvel, must have had dozens of reasons to feel this way.

In addition to that dividend, I must confess another reason for why I love these issues—Milton Caniff.

When I was twelve years old, I found Milton Caniff's *Terry and the Pirates* strip in my daily newspaper. It was an adventure strip about a young American kid in China during the 1930s when pirates and warlords plagued the Orient. I was hooked, and for five years I lived in Caniff's China with such colorful characters as the Dragon Lady, Pat Ryan, Big Stoop, Captain Blaze and too many others to list. It was a masterpiece and I was lost in the Sunday pages for hours, first reading and then looking at the artwork. I still have two-plus years of the original Sundays, brown and crumbling, and I recommend getting the collected series currently available in hardcover. *Terry and the Pirates* was a like blueprint to me, a road map showing me how to tell a story in pictures.

I am a comic book artist because of Caniff, and I am not alone in that. Since the mid-'40s, I have met and exchanged stories with dozens of my contemporaries and colleagues who share the same conviction. Most of my generation of comic artists will admit that Caniff (and Noel Sickles, his mentor) led them and showed them the way.

Now, back to Flash Thompson in Vietnam. A young American in the Orient, tangled in a war with characters good and bad. The huge chauffeur was modeled after *Terry's* Big Stoop, and with a beautiful Vietnamese girl the story was all Caniff! I was back in my dream world.

All this had an effect on my artwork. I was channeling Caniff—big, bold brush strokes, great foreign intrigue, shadowy scenes. It all fell into place.

I hope readers fall into this state of mind. Then and as now, I'm there instantly, enjoying it and having a ball!

I can't describe how lucky I feel to have been a part of the 40-plus years in the history of *The Amazing Spider-Man.* From my first issue (#39) I was oh, so lucky to have joined Stan Lee at that moment in the title's ongoing success. It was strange at first because I felt obliged to "ghost" Ditko's art style. It took many months for me to feel at home, but since then Spider-Man has been with me all the way.

I have done such a wide variety of projects down through the years: toy designs, Macy's Parade balloon, *Spidey Super Stories,* and the syndicated strip, which I launched with Stan Lee in 1977. I managed just four years on the strip because I was doing two jobs and had to choose. The art director job at Marvel won out, while the strip is still running all over the world today.

The hundreds of Spider-Man books I contributed to have given me much satisfaction over the years, not to mention paying bills. Just recently I finished the alternate cover to *The Amazing Spider-Man* #600. How's that for perspective? It was like a visit to old friends. I never dreamed that Spider-Man would be such a long-running success when I drew my first issue in 1966, let alone a series of blockbuster films.

Adding to my joy is the fact that John Romita Jr. is one of the best artists and storytellers in the world with over 34 years at Marvel and one of the longest tenures on *The Amazing Spider-Man* of any artist ever.

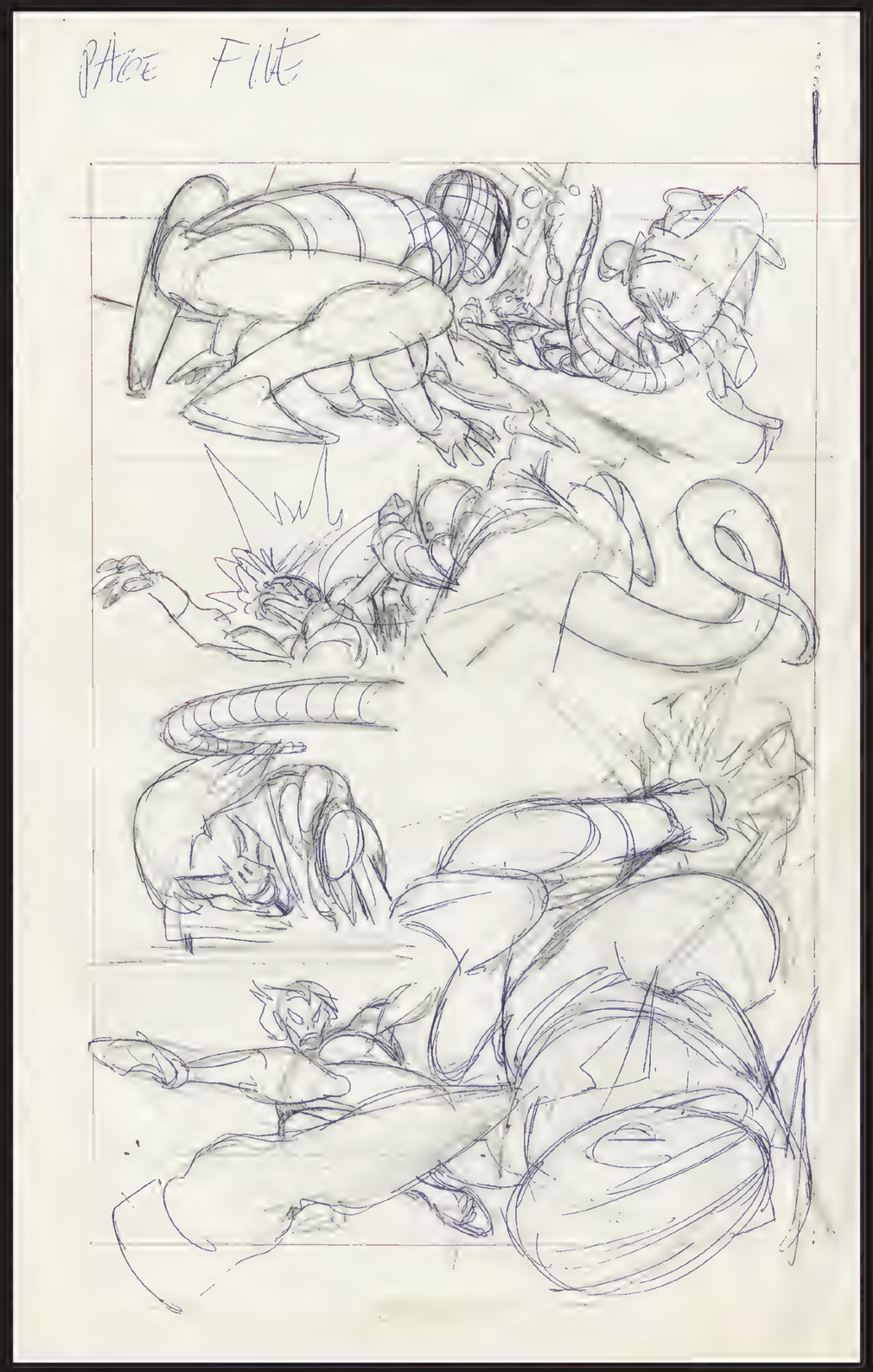
The Romita family has been involved with Marvel for five decades. My wonderful wife, Virginia, was a vital part of Marvel for 20 years as secretary to the editor in chief, traffic manager and production manager, in that order, and left her mark on the company. I had to drag her into retirement in 1996.

As you can see, no one has been as lucky as I have been these many years. Any wonder I'm always smiling?

JOHN ROMITA

2009

The Amazing Spider-Man #102, page 5 pencil layout
by Gil Kane



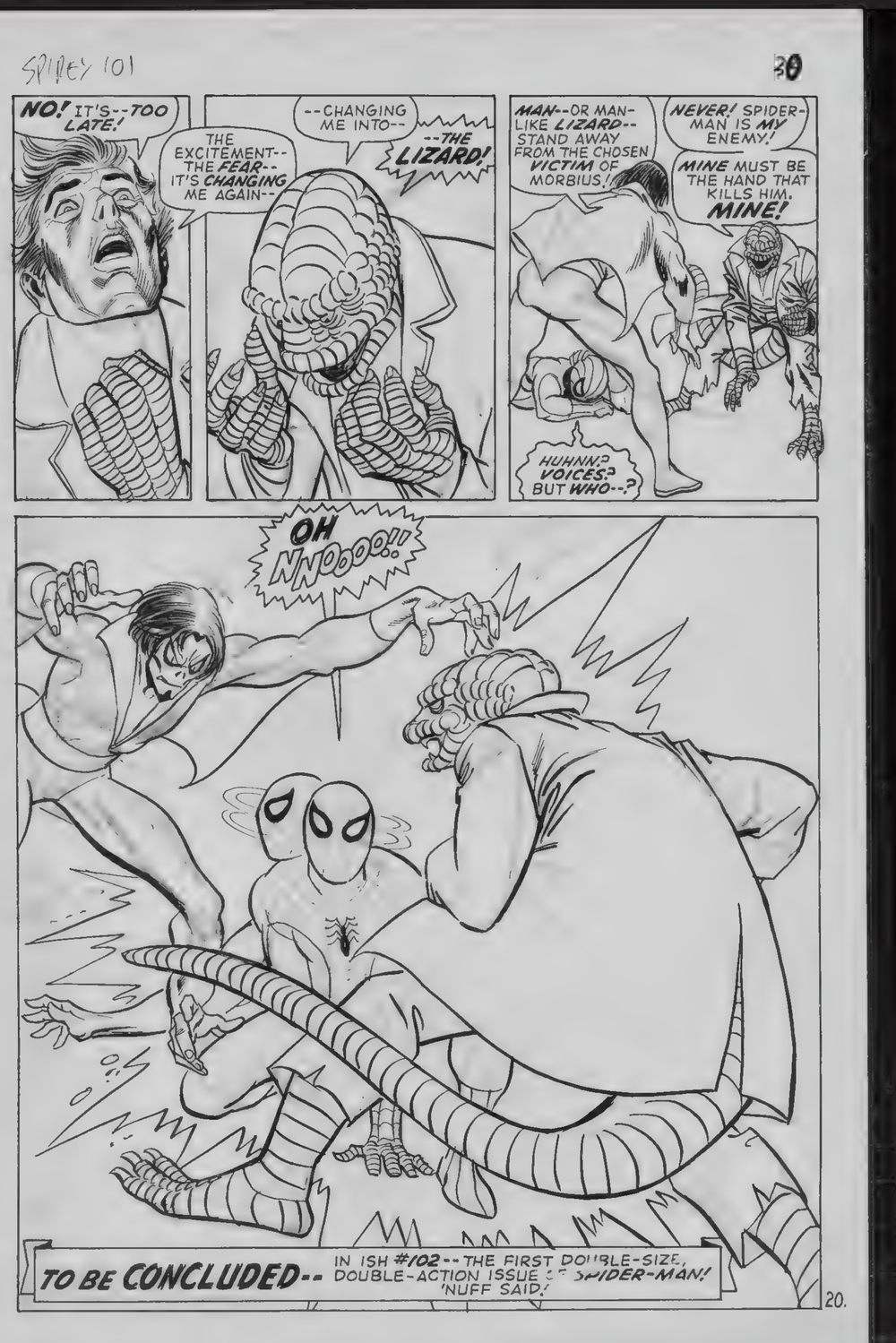
The Amazing Spider-Man #101, page 17 record proof
displaying Gil Kane's pencils and Frank Giacoia's unfinished inks

SPIDEY 101
26
AND THAT, SPIDO-PHILE, IS THE WEB-SPINNER'S SECOND MISTAKE.
PERHAPS EVEN--HIS LAST!
HE--HE'S GOING FOR MY THROAT--WITH HIS FANGS.
THEN--I WAS RIGHT--THOUGH I DIDN'T DARE BELIEVE IT TILL NOW.
VAMPIRE? YES--I SUPPOSE YOUR TINY MIND WOULD LABEL ME THUS.
I AM MORE THAN ANY NAME--BEYOND MERE EPITHET.
YOU ARE SOME KIND OF--VAMPIRE.
THOP!
BUT WHAT DO SIMPLE NAMES--EMPTY EPITHETS--MEAN TO ME?
ON THE ROPES! HE'S STRONGER THAN HE LOOKS--
AND, I'M TIRED--BEEN WORKING TWO DAYS--ALMOST NO SLEEP--
YOU ARE THE FIRST I HAVE MET--WHO IS WORTHY OF MY FULL WRATH.
NO USE, I CAN'T EVEN GET TWO ARMS WORKING--LET ALONE SIX.
AND NOW--
BUT--CAN'T GIVE IN. GOT TO GET UP--FIGHT BACK--
I'M GONNA GET IT--AND HARD.
REJOICE, FOOL! IT IS AN HONOR TO FALL BEFORE THE UNLEASHED POWER OF--
17.

The Amazing Spider-Man #101, page 19 record proof
by Gil Kane & Frank Giacoia

SPIDEY 101
19
THAT IS MUCH BETTER.
NOW, HE LIES STILL--SO DEATHLY STILL--
NOW IS THE TIME THAT I HAVE WAITED FOR--
--THE MOMENT WHEN MORBIUS CAN-- DRINK.
YOU!
WHO THE DEVIL ARE YOU--AND WHAT HAVE YOU DONE TO SPIDER-MAN?
WELL? SPEAK UP! I'M DR. CONNORS, AND THIS IS MY PLACE.
STEP OVER HERE INTO THE LIGHT, SO I CAN--
GOOD LORD!
FOR ONCE, THE TIMES WHEN CURT CONNORS HAS BEEN A MONSTER SERVE HIM IN GOOD STEAD--
HOW ELSE WOULD HE EVADE, EVEN FOR AN INSTANT THAT WILDLY CLAWING FORM--?
HOW ELSE LIVE LONG ENOUGH TO GIVE VOICE TO HIS SECRET, INNERMOST FEAR--?
WHOEVER-- WHATEVER YOU ARE--KEEP AWAY FROM ME!
YOU DON'T KNOW-- WHAT CAN HAPPEN TO ME, IF--

The Amazing Spider-Man #101, page 20 record proof
by Gil Kane & Frank Giacoia


SPIDEY 101
20
NO! IT'S--TOO LATE!
THE EXCITEMENT-- THE FEAR-- IT'S CHANGING ME AGAIN--
--CHANGING ME INTO--
--THE LIZARD!
MAN--OR MAN-LIKE LIZARD-- STAND AWAY FROM THE CHOSEN VICTIM OF MORBIUS!
NEVER! SPIDER-MAN IS MY ENEMY!
MINE MUST BE THE HAND THAT KILLS HIM. MINE!
HUHNN? VOICES? BUT WHO--?
OH NNOOOO!!
TO BE CONCLUDED-- IN ISH #102 -- THE FIRST DOUBLE-SIZE, DOUBLE-ACTION ISSUE OF SPIDER-MAN! 'NUFF SAID!

The Amazing Spider-Man #106, page 21 record proof
by John Romita & Frank Giacoia

NOV 71
#106
DEADLIER THAN EVER - NO MORE 'REMOTE' CONTROL ROBOT TO BEAT - FIRST HAND COMBAT
AMAZING SPIDER-MAN 106
28
MY LITTLE PET IS SO LARGE THAT I'M OPERATING IT PERSONALLY-- RIGHT IN THE CONTROL COCKPIT!
IT'S YOUR SUPERIOR IN EVERY WAY-- BIGGER, FASTER, STRONGER!
AND I'M RIGHT HERE TO GUIDE IT-- SO NOTHING CAN GO WRONG! YOU HAVEN'T A CHANCE, SPIDER-MAN!
HE'S GOT ME THIS TIME! AND -- HE KNOWS IT!
THE MOST UNNECESSARY PHRASE WE'VE EVER PENNED--- CONTINUED NEXT ISSUE!
21.

The Amazing Spider-Man #109, page 11 record proof
by John Romita

SINCE I HAVE DONNED MY CLOAK OF LEVITATION--
AMAZING SPIDER-MAN #109
15
BY THE SEVEN RINGS OF RAGGADORR--
WE SHALL JOURNEY NOW TOGETHER!
MEANWHILE, IN A HIDDEN, CLOSELY-GUARDED SANCTUARY, IN ANOTHER PART OF TOWN--
MAYBE IT'S ONLY RIGHT-- THAT I GIVE UP MY LIFE!
MAYBE-- SOMEONE HAS TO DIE-- TO MAKE UP-- FOR ALL WE'VE DONE TO THEM!
WE DIDN'T MEAN IT! WE NEVER MEAN IT! BUT WHAT GOOD DOES THAT DO WHEN--
THE DOOR! IT'S OPENING!
CAN IT BE-- SO SOON?
SHA SHAN!
11

The Amazing Spider-Man #109, page 17 record proof
by John Romita

DEMONS OF DARKNESS, IN THE NAME OF SATANNISH, BY THE FLAMES OF THE FALTINE-- LET YON WEAPON NOW VANISH!
STAY WITH IT, DOC.! YOU MAKE WITH THE SPELLS WHILE I GRAB THOMPSON!
NO TIME TO FIDDLE WITH THE KNOTS RIGHT NOW--
SO DO YOUR STUFF, OL' SPIDEY STRENGTH!
MPPFFF!
NEVER AGAIN WILL YOU THWART OUR WILL!
DON'T JUST STAND THERE! SPLIT!
THIS IS RIGHT UP MY ALLEY!
YOU DON'T HAVETA TELL ME TWICE!
17

The Amazing Spider-Man #109, page 19 record proof
by John Romita

AMAZING SPIDER-MAN #109
SPIDER-MAN! YOU MUST HOLD THEM AT BAY A MOMENT LONGER!
THE TIME IS COME TO WEAVE A SPELL--
AND, BY THE CRIMSON BANDS OF CYTORAK, WEAVE IT I SHALL!
THEN START WEAVING, MISTER! I'LL GIVE YOU THE TIME YOU NEED!
THWIPP!
THWIP!
STOP THEM! STOP THEM! DEATH TO THE INTRUDER!
NO WAY, FELLA! THIS WEBBING IS STRICTLY GRADE A!
IN THE NAME OF THE ETERNAL VISHANTI--
LET THE TRANCE BE DONE! LET THE VEIL BE TORN!
19

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